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Arthur Lee Alfred, II, et al.

UNITED STATES DISTRICT COURT

CENTRAL DISTRICT OF CALIFORNIA

ARTHUR LEE ALFRED, II et al.,

Plaintiffs,

vs.

THE WALT DISNEY COMPANY et al.,

Defendants.

Case No. 2:18-cv-08074-CBM-AS

**DECLARATION OF EZEQUIEL
MARTINEZ IN SUPPORT OF
PLAINTIFFS' *OPPOSITION* TO
DEFENDANT ~~THE WALT~~
DISNEY COMPANY'S MOTION
FOR SUMMARY JUDGMENT**

Date: October 19, 2021
Time: 10:00 a.m.
Dept: Courtroom 8B
Judge: Hon. Consuelo Marshall

1 **DECLARATION OF EZEQUIEL MARTINEZ**

2 I, EZEQUIEL MARTINEZ, declare:

3 1. I am one of the Plaintiffs in this action. The facts stated herein are
4 personally known to me and I could and would testify competently thereto if called
5 upon as a witness under oath.

6 2. I am a Screenwriter and have made a living as a Screenwriter since my
7 final year at Cal State San Bernardino in 1998. I began my career as a screenwriter
8 with a short film (and screenplay) written and produced by Arthur Lee Alfred II
9 (“Alfred”) and myself (“Plaintiffs”) in 1999, called “Red Hood”, that landed me a
10 deal at Walt Disney Pictures. I began working with Tova Laiter of Avida
11 Entertainment in 1999 and worked with her on several projects that were “optioned”
12 by major studios, such as Disney, and another at Madonna’s Maverick Entertainment.
13 Furthermore, I have also directed two independent feature films, numerous
14 commercials, music videos and award-winning short films. A true and correct copy
15 of my resume is attached hereto as **Exhibit A-2**, which accurately sets forth an
16 overview of my background and experience in the entertainment industry.

17 3. I grew up in a lower socio-economic neighborhood in East Los Angeles
18 to a lower/middle class, hardworking family. I obtained admission to California State
19 University Bernadino which is where I first met Alfred. With the assistance of the
20 Communications and Television department at California State University San
21 Bernardino, we distinguished ourselves by being the first students at the university to
22 produce and exhibit a full-length movie (in our senior year). It was entitled “THE
23 YETI”. After college, we pursued our dream to become Hollywood screenwriters and
24 producers. Laiter hired me as an intern on the Paramount lot for the movie VARSITY
25 BLUES. In early 1999, Arthur Lee Alfred II and I jointly wrote an original “spec”
26 screenplay entitled RED HOOD (“Red Hood”) which was a new spin of the folklore
27 tale “Little Red Riding Hood” which follows Little Red Riding Hood, who is now
28 grownup, as she pursues revenge against the wolf. We not only prepared a screenplay

1 entitled “RED HOOD”, but we also produced a “sizzle reel” (i.e., a film trailer) to
2 capture industry interest. We submitted the RED HOOD project to Laiter in 1999.

3 4. Thereafter, Laiter submitted RED HOOD to Disney on our behalf.
4 Disney “optioned” RED HOOD on January 14th, 2000.

5 5. It was during this time that we were first introduced to a young
6 executive Brigham Taylor (“Taylor”) at his office on the Disney lot in Burbank,
7 California.

8 6. During an initial meeting regarding RED HOOD at Taylor’s office on
9 the Disney lot, Taylor told us that he was part of a “creative team” at Disney that we
10 would be working with on RED HOOD; the rest of the creative team that we were
11 introduced to in the Fall of 1999 included Josh Harmon and Michael Haynes
12 (collectively, the “Disney Creative Team”).

13 7. Thereafter, we worked intermittently at the Disney lot with the Disney
14 Creative Team over a period of approximately one year (i.e., from October 1999 to
15 October 2000) to edit, improve and polish the RED HOOD screenplay for a potential
16 motion picture.

17 8. During that period, we attended meetings with the Disney Creative
18 Team approximately eight (8) times at the Disney lot. During this time period, we
19 would also have conference calls with the Disney Creative Team from time to time
20 regarding the Red Hood project.

21 9. Around March 2000, Alfred and I began writing a new screenplay
22 together which was a new spin on pirate films (the “Screenplay”). The Screenplay
23 was not based upon the Disney ride entitled “Pirates of the Caribbean” and when we
24 wrote the Screenplay we had no intention whatsoever to relate the Screenplay in any
25 way with the ride.

26 10. By July 19, 2000, Alfred and I had finalized the first draft of the
27 Screenplay which was initially titled “Pirates of the Spanish Main”. As we prepared
28 to submit the Screenplay to studios, we decided to retitle it “Pirates of the Caribbean”

1 to make it more marketable to Disney (with whom we already had a working
2 relationship via the above).

3 11. The Screenplay, a true and correct copy of which is attached hereto as
4 **Exhibit B**, is entirely our own creation. We did not copy any other pirate movie or
5 book.

6 12. The cover letter to Disney submitted with the Screenplay described the
7 Screenplay as “a swashbuckling fun adventure, ‘Goonies’ meets ‘Pirates of the
8 Caribbean.’” This did not and does not mean that the Screenplay is a copy of either
9 ‘Goonies’ or the ride. That description was merely a common shorthand way that
10 people in the entertainment industry go about suggesting general feel of a new work
11 (by relating it to something the reviewer is presumably familiar with).

12 13. Growing up in Southern California, I always had a season pass to
13 Disneyland in Anaheim, California, and would generally go to Disneyland about 20
14 times a year. I started going to Disneyland at around 7 years old, and I have been on
15 the ride countless times. The ride had no “story”, no recurring characters, and no plot,
16 or narrative, like in a movie or book. Alfred and I did not use anything in the ride to
17 create the expressive components of our Screenplay. Only the title is the same, along
18 with the minimal references below.

19 14. The ride references that we added to the Screenplay to increase its
20 appeal to Disney are:

- 21 a) Page 1, Dialogue- Captain Jack says "Run up yer white flag...",
- 22 b) Page 8, Dialogue- Jane says “Sail with the wildest crew that ever
23 sacked the Spanish Main, huh?”
- 24 c) Page 12, Visual Description- sign says "Take a Wench for a
25 Bride".
- 26 d) Page 13-14, Visual Description- Wench's at an auction, Woman in
27 Red, Pirates shouting “We wants the REDHEAD!”

- e) Page 30, Visual Description- skeleton at the helm of a wrecked ship.
- f) Page 33, Dialogue- Pirates sing Disney song "Yo Ho Yo Ho a pirate's life for me..."
- g) Page 41, Visual Description- Wooden sign that reads: THAR BE NO PLACE LIKE HOME".
- h) Page 67, Dialogue- the Rascal Scoundrels sing "We kidnap and ravage and don't give a hoot, drink up me' earties yo-ho..."
- i) Page 75, Dialogue- Captain Nefarious says "Ye come seekin adventure with salty old pirates, aye?",
- j) Page 79, Dialogue- Captain Nefarious says "ya bloomin' cockroaches!"
- k) Page 91, Visual Description- "The boat continues sailing through the cavern like the DISNYLAND RIDE, 'PIRATES of THE CARIBBEAN'."
- l) Page 91 and 96, Visual Description- General descriptions of skeletons impaled by swords in the cavern.
- m) Page 93, Dialogue- Captain Nefarious says "No fear have ye of evil curses says you... no fear of plunderin' pirates lurking in every cove, says you..."
- n) Page 102, Dialogue- Leggo [the parrot] says "Yo ho, yo ho, a PARROTS life for me."

The combined references amount to no more than two pages of our 104 page Screenplay.

15. None of the foregoing ride references are included in our claim for copyright infringement (and none of the foregoing ride references are in the Film except 15(f) and 14(j) above).

1 16. I have reviewed Exhibit D to Gray's declaration which alleges that page
2 32 and 45 of the Screenplay contain references to the ride because the songs use the
3 phrase "Yo-Ho". However, Alfred and I created the lyrics on those two pages by
4 ourselves. In particular, the song lyrics that we created at page 32 are: "Yo ho, yo ho,
5 a phantom life indeed. We bury, abduct, we sin and slay, avast ya scurvys yo ho!
6 We're banshees of fright and phantoms of night, avast ye scurvy yo ho...." The song
7 we created at page 45 are: "We hack and raze, behead and set blaze, avast ya scurvys
8 yo ho! w murder with greed, do treacherous deeds, Avast ye scurvy' a yo ho! In
9 search of the map you'll fall in our trap, Avast y scurvy' yo ho! The Phantom is near,
10 his evil strikes fear, avast-ya-scurvys-yo HOOOOO!!!" Only the words "yo ho" have
11 any similarity with the song in the ride and our songs have no melodies. To the best
12 of my knowledge, the phrase "Yo-Ho" has long been associated with pirates and is
13 not something that Disney created for the ride.

14 17. Exhibit D also claims that the ride has an "explosion" caused by pirates
15 shooting at explosive barrels at its conclusion. I do not recall such an explosion in the
16 ride. I have also reviewed footage of the ride from 1967 and it appears that the
17 explosion is superimposed on the video.

18 18. I also disagree with the contention in Exhibit D that the Screenplay used
19 imagery of a skeleton in a bed from the ride. However, in the Screenplay, the bed
20 was a booby trap set up aboard a ship which flips over, whereas in the ride the bed is
21 just a bed with a skeleton.

22 19. It was my interpretation that the skeletons contained in the ride were
23 dead in their place and not "undead". For example, in the ride, the skeleton is at the
24 wheel of a shipwreck on some rocks, and is not actually "steering" anything (because
25 the ship is not moving).

26 20. At the time that Alfred and I created the Screenplay, the only "Pirate-
27 related" movies that I recall being familiar with are *Peter Pan*, *The Goonies* and
28 *Cutthroat Island*. I had neither seen nor had any familiarity with *A General History*

1 *of the Pyrates, Robinson Crusoe, Treasure Island, Captain Singleton, The Pirate, The*
2 *Gold-Bug, The Coral Island, The Red Rover, Savage Island, The Buccaneer,*
3 *Yellowbeard.*

4 21. The Screenplay (other than the specific ride references) was from my
5 imagination and that of my co-writer, Lee Alfred II.

6 22. Laiter informed us that on August 9, 2000, Laiter submitted the
7 Screenplay and a cover letter to Taylor via messenger.

8 23. Soon thereafter, Alfred and I also created a “sizzle reel” to go with the
9 Screenplay and some original artwork to present our concept to Disney.

10 24. Alfred and I had these materials hand delivered to Taylor in August
11 2000. We did not hear back from Taylor for many weeks.

12 25. In October 2000, Alfred and I attended a meeting with Taylor, Haynes
13 and Harmon to work on RED HOOD at the Disney lot in Burbank, California.

14 26. We arrived early for the meeting and a Disney receptionist brought us
15 into Taylor’s office to wait for him. At that point, I saw our Screenplay and artwork
16 on Taylor’s coffee table in his office. The Screenplay (Exhibit B) has a very
17 distinctive cover, so it stood out.

18 27. When Josh Harmon came into Taylor’s office, I mentioned the
19 Screenplay to him and asked whether we would be discussing the Screenplay at the
20 meeting. Almost immediately thereafter, the receptionist ushered us out of Taylor’s
21 office and asked us to wait in the reception area.

22 28. When the meeting commenced in Taylor’s office a short time later, the
23 Screenplay and artwork were gone. The meeting was cold and unproductive and
24 ended quickly and abruptly.

25 29. Intentionally Omitted.

26 30. Over two years later, on November 26, 2002, the Screenplay was
27 returned to me specifically via U.S.P.S. Priority Mail, with the return address of
28 Taylor at Disney. Attached as **Exhibit C** is a true and correct copy of the envelope in

1 which the screenplay was returned to me by Disney in November 2002.

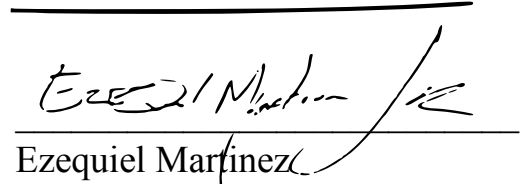
2 31. On June 28, 2003, the first “Pirates of the Caribbean” film, “Pirates of
3 the Caribbean: The Curse of the Black Pearl” (the “Film”) premiered – about seven
4 (7) months after Taylor returned the Screenplay to me.

5 32. We have a Copyright Registration in the Screenplay, a true and correct
6 copy of which is attached hereto as **Exhibit D**.

7 I declare under penalty of perjury under the laws of the United States of
8 America that the foregoing is true and correct.

9
10 Executed the 27th of September 2021, in Los Angeles, California.

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Ezequiel Martinez

EXHIBIT A-2

EZEQUIEL MARTINEZ, JR.

Screenwriter WGAw/Director

BIOGRAPHY

Ezequiel Martinez, Jr. kickstarted his career as a screenwriter in the motion picture industry twenty years ago with his first movie deal at Walt Disney Pictures. He had just turned twenty-two years old!

His talent caught the attention of Hollywood Producer Tova Laiter of Avida Entertainment and soon became partners with her on several projects to date.

Soon he had optioned several screenplays to the major studios and once again worked with Disney on a Selma Hayek film and developed another at Madonna's Maverick Entertainment.

While marching forward with his career as a writer, he also directed two independent feature films, countless commercials, music videos and award winning short films.

He currently has a project in development with two time Academy Award Winning producer Albert S. Ruddy (The Godfather, Million Dollar Baby).

Ezequiel is a member of the Writer's Guild of America west(WGAw).

FILM/SCREENWRITER

PISTOLERO (writer/producer)	Albert S. Ruddy Productions	2021
(optioned/development)		
MEXICANS VS. ALIENS (writer)	Avida Entertainment	2021
(development)		
THE SENTENCE (writer)	Angel Gracia (director)	2018
(sold screenplay/production on hold)		
WE ARE FAMILY (writer/assignment)	Walt Disney Pictures	2012
(Ventana Rosa/Selma Hayek)		
HOW THE GRINGO STOLE CHRISTMAS (writer)	Lionsgate	2010
SAN DIABLO (writer)	Maverick Entertainment	2003-05
(optioned twice)		
SAN DIABLO (writer)	Jan Korbelin Productions	2005
(re-optioned by)		
LUCHADORES (writer/assignment)	Robert Lawrence Prod.	2004

2.

RED HOOD (writer) (option)	Walt Disney Pictures	2000
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FILM/DIRECTOR

ON A DARK AND STORMY NIGHT (feature)	BulletProof Pictures	2010
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A GUNMANS CURSE (feature)	Cinta Negra Pictures	2019
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LIVE TO DIE AGAIN (award winning short)	Cinta Negra Pictures	2020
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THE LAST HOPE (award winning short)	Cinta Negra Pictures	2021
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RED HOOD (short film that led to screen deal at Walt Disney Pictures)	Ezequiel/Lee Alfred films	2000
--------------------------------------------------------------------------	---------------------------	------

INTERNSHIP

VARSITY BLUES	Paramount Pictures	1999
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IMDB CREDITS

https://www.imdb.com/name/nm2013256/?ref_=nv_sr_srsq_7

EXHIBIT B

PIRATES OF THE CARIBBEAN

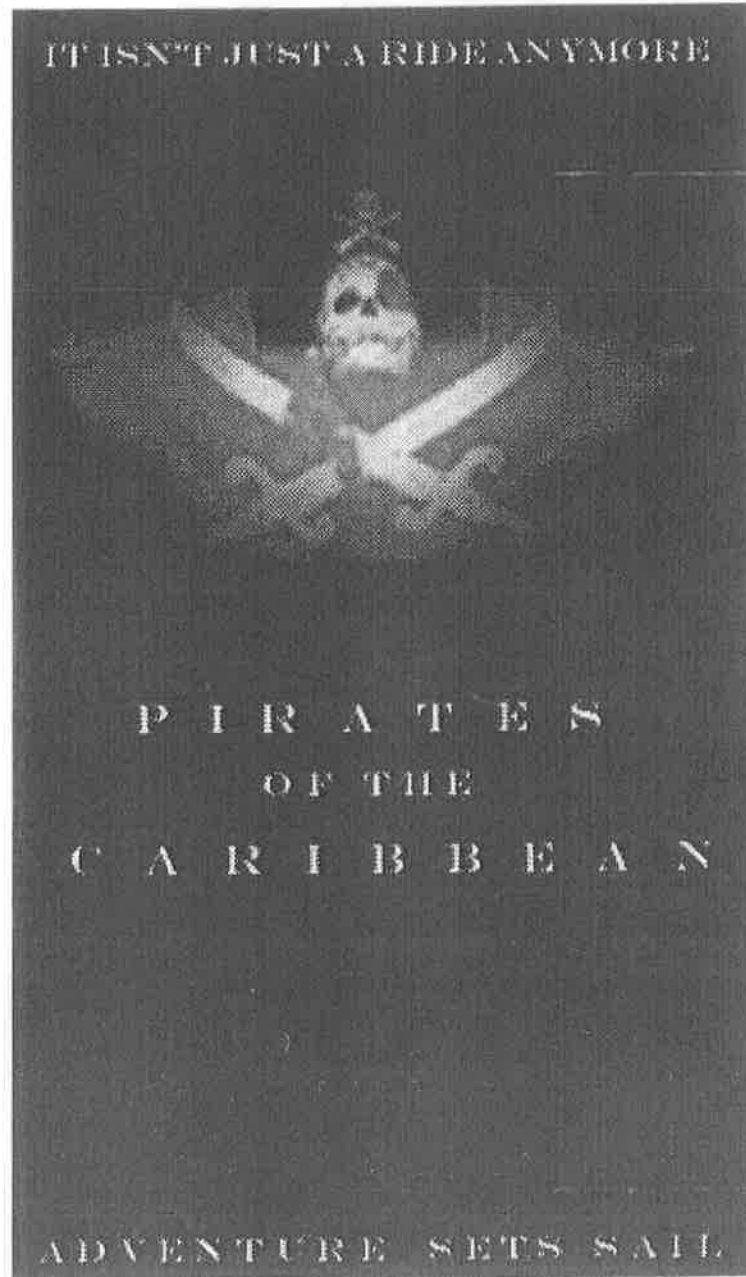
Sail With The Wildest Crew That Ever Sacked The Spanish Main

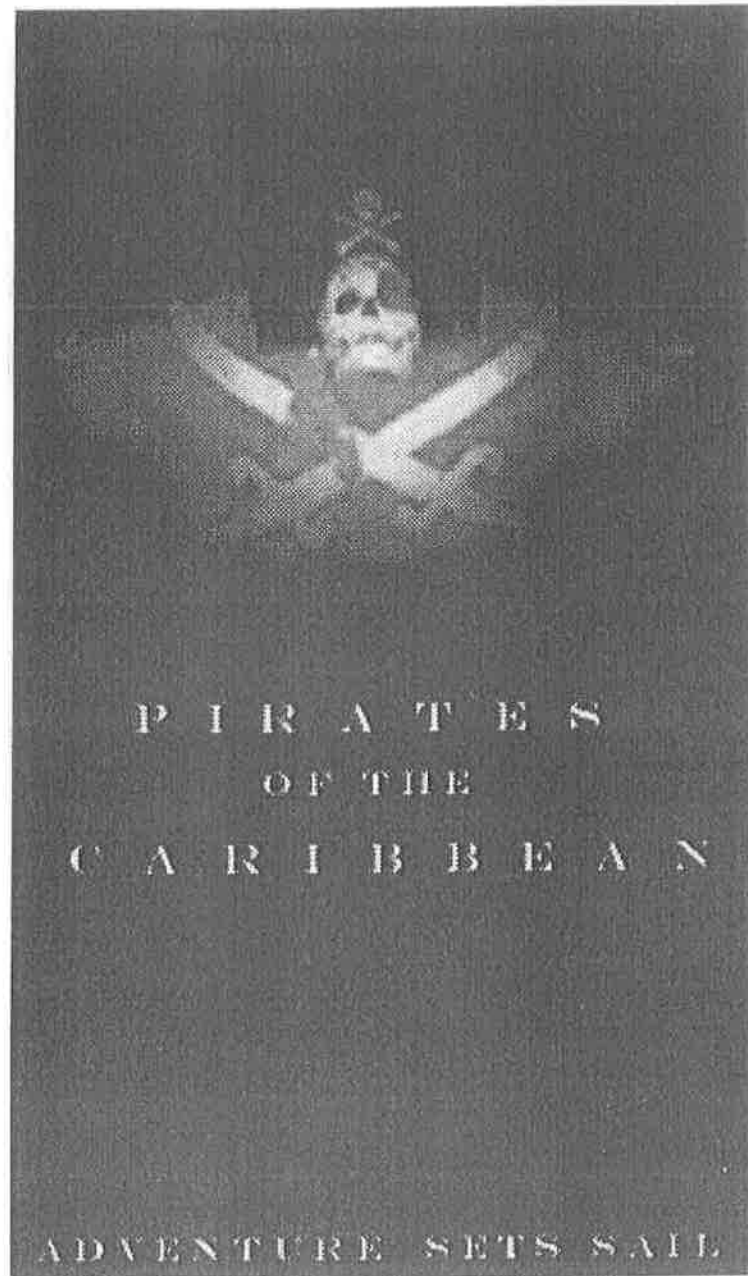
ezequiel martinez, jr

a. lee Alfred II

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EXHIBIT - 1







PIRATES OF THE CARIBBEAN

ezequiel martinez, jr
a.k.a. Alfred II

august 7 2000

*So ye seek the treasure of
Davey Jones?*

OVER BLACK WE HEAR

Thunderous collisions of OCEAN WAVES bashing against
creaking planks of wood.

CAPTAIN JACK NEFARIOUS (O.S.)

Run up yer white flag, or ye go down with
the tide!

EXT. THE OCEAN--NIGHT

CANNON fire explodes! Smoke swallows the ocean air after
every piercing blast.

A PRIVATEER SHIP AND A PIRATE SHIP, side by side, engage in
a merciless battle at point-blank range.

The intensity of the battle is matched by a vehement OCEAN
STORM. LIGHTNING illuminates the sky in a violent display
of discharge.

Cannons blasting iron cannonballs at fierce velocities kick
back from the force of their devastating salvo.

THE PRIVATEER FLAG flaps viciously, as the ship rears up
against the Pirate ship.

PRIVATEERS, England's elite force of PIRATE HUNTERS, swing
from ropes, sacking the pirate ship.

Pirates jump onto ropes, ready to eviscerate the Privateers
in return. Rifles lock and load! But they are outmatched,
as hails of bullets crossfire and soon the pirates are
flung off their ropes blown apart in mid-air.

SMOKE CLEARS. The cannon's thunderous blasts cease.

An uneasy beat.

PRIVATEER FIRST MATE rushes over to

PRIVATEER CAPTAIN JACK NEFARIOUS

A distinguished naval officer and pirate hunter with a
savage instinct and sinister nature. You'd hesitate to call
him the good guy.

CAPTAIN JACK

(interrupting)

Mercy? Privateers turned Pirates deserve no mercy.

Captain Jack draws out his pistol, slowly and deliberately aims between Davey's eyes-

CAPTAIN JACK

Dead men tell no tales.

Davey's eyes shut tight...Captain Jack's finger squeezes the trigger...halfway there...but

JACK'S PISTOL SUDDENLY SHIFTS AIM!

The first mate is blasted off the ship! The stunned Privateers scramble to draw their guns, but are quickly blown apart by pirates.

At the sight of their Captain's betrayal, the rest of the men on the Privateer ship prepare to attack, frantically loading their rifles and cannons.

DAVEY

What about them?

Jack turns toward his ship, his pistol aiming toward a group of BARRELS marked GUNPOWDER. He fires!

THE PRIVATEER SHIP IGNITES IN A SUDDEN EXPLOSION and is launched out of the water, annihilated in a heap of fire and ruins.

CAPTAIN JACK

(grinning)

They go down with the tide.

DAVEY

(shaking his head)

Once a pirate, always a pirate! Welcome back to the Caribbean, Captain!

(beat)

Did you have to hit me that hard?

Captain Jack's face turns cold. He extends his arm out, palm outward.

No movement from Davey.

CAPTAIN JACK

Where be yer half of the map?

DAVEY

It's safe.

CAPTAIN JACK

We had a deal, Jones.

DAVEY

We do have a deal, Captain. But pirates of the Caribbean can't be trusted. The map is on this ship, only I know where it is. Call it my life insurance.

CAPTAIN JACK

Cross me, Jones, and the pay be with yer life. England still has a high price on yer head.

DAVEY

You're forgetting that you have just betrayed England. Besides, your Majesty's payroll is KID stuff compared to what we're going to get. This treasure is worth many heads.

(beat)

Now, Captain, let's get back to old times.

(to the crew)

Raise the Jolly Roger! Hoist up the sails!

But Captain Jack cuts Davey off.

CAPTAIN JACK

Your rank as a Privateer on me ship was that of a first mate. Like old times, you be ONLY a first mate. Step down, as yer Captain will now assume command of this vessel.

Conflict. They lock eyes.

CAPTAIN JACK

(sinisterly)

Perhaps you think otherwise?

DAVEY

Were it not for the other half of the map
being in your hands, I would. For now, the
ship is yours to command.

CAPTAIN JACK NEFARIOUS nods and immediately moves to take
control of the ship.

CAPTAIN JACK

Move, you bloomin' thugs!

A BLACK PIRATE FLAG is raised against attacking ocean
winds.

The enormous VESSEL, etched with years of battering ocean
waves, teeter-totters violently, struggling to stay afloat.

Lightning FLICKERS the sky.

INT. PIRATE CABIN

Davey rushes through the cabin. The silhouette of a lone
figure waits by the window. Davey quickly hands the figure
something.

DAVEY

Keep this well hidden. Our lives depend on
it. This deal is getting worse by the
second.

EXT. ON THE DECK

The storm aggressively pounds the ocean, sending an
onslaught of crashing waves onto deck of the ship! Pirates
struggle to hold on to something, anything!

CAPTAIN JACK

wraps himself around the HELM, desperately trying to regain
control on the crew who seem frozen in fright.

CAPTAIN JACK

Make into yer positions! I'll feed you to
the bloody pelicans myself!

PIRATE #1

The ship's planks cannot bear the plunderin'
of waves! She be a heap of skeleton ruins!
Captain! Abandon ship!

Jack's eyes lock.

CAPTAIN JACK

You want to abandon ship?? Abandon ship
it'll be!

Jack pulls out his pistol and shoots the pirate, launching
him off the side of the ship.

CAPTAIN JACK

(wrathful)

A shark's belly be yar new home.

In an instant, the waters settle, as if the sharks became
satisfied. The storm calms to a breeze.

A beat, then

Captain Jack releases the helm, drapes his long black hair
back and smoothly snaps his hat on. He then pulls out a
pistol and looks up with the upmost satisfied grin

CAPTAIN JACK

That, me'earties, is sailing!

BLAM! He fires his pistol into the sky.

A hair splitting uproar is heard as the shipmates holler in
victory!

CAPTAIN JACK

Jones!

Davey rushes out from the below the deck.

Captain Jack pulls out a ROLL OF PAPER. IT IS HALF OF AN
OLD MAP.

CAPTAIN JACK

This LOST CITY. Buried under water she be,
aye?

DAVEY

Lost within the Caribbean Coves, somewhere
beneath the ocean.

CLOSE UP OF MAP

We see a dotted line across the Caribbean, passing small
islands and scattered pieces of land, until reaching a
PICTURE OF A SHIP BEING ATTACKED BY A SEA MONSTER, followed
by AN X.

CAPTAIN JACK

I've sailed the seven seas, matey, seen
things no man has lived to tell.

(re: sea monster)

But that, young bloke, never have my eyes
laid upon.

DAVEY

It's folklore, an old seaman's tale. Our
treasure, Captain, lies ahead.

Apprehensive, Jack's left eye winces.

CAPTAIN JACK

That be my half. Now yers.

DAVEY

I will reveal it when we need its guidance.

CAPTAIN JACK

(upset)

My patience runs short with you.

Captain Jack raises his arm, and motions to the crew.

Swords unsheathe as the crew holds Davey at blade point.

JONES

(fast)

Think of the TREASURE. I bet the whole lost city is made of gold, aye?

(beat)

A new ship. A port named after you. I can see it now- The port of Nefarious! Where the women are cheap, and so is the rum!

CAPTAIN JACK

(to the crew)

Kill him.

DAVEY

Jack. Don't be a fool! You need me! You'll never find the treasure without my half of the map!

CAPTAIN JACK

The map is on this ship. It will be found. Farewell, Davey Jones.

The crew closes in, swords thrusting forward.

JANE (O.S.)

I have the map!

JANE

Young. Beautiful. Long red hair. Buccaneer clothes. Davey's love.

JANE

(to Davey)

Sail with the wildest crew that ever sacked the Spanish Main, huh?

DAVEY

Thought I told you to stay hidden below.

JANE

This isn't the first time I've had to step in to save your neck.

(to Jack)

Let him go or I'll rip the map to shreds.

Surprised at her beauty and appreciative of her cunnings,
Captain Jack seductively smiles.

CAPTAIN JACK

This wench is my kind of scum. Beautiful and
fearless.

(beat)

Kill her, too.

JANE

Wait!

Jane unfolds the map, thrusting it high above her head.

TIGHT ON

the MAP as it is illuminated by flashes of lightning-
ELABORATE INSTRUCTIONS and a dotted line that enters into a
picture of a COVE, THEN DISAPPEARS.

Jack smiles and moves toward the map when the ship suddenly
shifts, jerking to the side with brute force!

CAPTAIN JACK

Check the barge! See there be no corals
hittin' 'er!

Again! The ship is jolted, this time almost tilting it
over!

PIRATE #2

Captain! Something's in the water! The looks
be that of a whale!

The deck explodes, bursting open!

The entire crew fights the tremors of the ship, struggling
to balance themselves.

For a quick second, we see a HUGE TENTACLE submerging back
under the deck.

Jack rapidly unfolds his map. His eyes dart to the picture
OF THE SEA MONSTER!

CAPTAIN JACK

That be no WHALE!

The ship is under ferocious attack, breaking, crunching, SNAPPING! Planks of wood flick off the ship, shooting off into all directions.

Davey seizes the opportunity.

DAVEY

Jane! Toss me the map!

Jane flings the map over to Davey who catches it but another hard strike tilts the ship violently and Jane is flung off her feet and into Captain Jack who quickly traps her in his arms.

A menacing smirk from Jack. The tables have been turned.

CAPTAIN JACK

(to Davey)

The map for the girl!

A moment of hesitation as Davey's eyes bounce from the map to Jane - seems he doesn't want to give up either of them!

THE SHIP'S DECK spits up geysers of water as it continually FRACTURES apart!

JANE

Davey! Do something!

CAPTAIN JACK

You see, Jane, love never comes before a pirates treasure!

This hits home with Davey who tosses the map to Captain Jack. Alas, to Jane, it seems he is doing so only reluctantly.

DAVEY

Now let her go!

CAPTAIN JACK

As you wish!

Captain Jack pulls Jane off her feet and drops her off the side of the ship!

DAVEY

JANE!

CAPTAIN JACK

(smiling)

You said to let her go...

Davey rushes over to the side of the ship.

One last glance at Jack and Davey flings himself off the ship, DIVING INTO THE WATERS.

The BLACK PIRATE FLAG goes down as the support beam collapses!

Off balance, Captain Jack crashes into the deck, losing Davey's half of the map!

He stretches his arm out reaching for the map...No use, too far! He fingers the edge of the paper...almost got it!

SOMETHING R O A R S! Enormous TENTACLES lash out and coil around Captain Jack! In a sudden sweep, he is whipped away!

Another loud CRASH and the ENTIRE VESSEL is pulled under, swallowed by the ocean waters...never seeing the entire sea monster...

FLOATING IN THE OCEAN

DAVEY, a beat of hopelessness as he searches the tumbling waves.

He remains afloat, holding on to a wooden plank.

Captain Jack's black pirate hat wanders aimlessly through the misty waters as it floats by Davey Jones passing him by. Coming to a halt, it rests against a PIECE OF WOOD from the destroyed ship. Following the hat is DAVEY'S MAP.

Davey sighs in relief, but quickly his mood changes again. Stricken by loss, he glares at the wrecked ship.

DAVEY
(morosely)

Jane.

ON THE WOOD

Engraved in gold plated letters: DEAD MEN TELL NO TALES.

CUT TO:

EXT. SHIPPING PORT, SOMEWHERE IN THE CARIBBEAN--DAY

Pirates, fishermen and buccaneers of all sorts, unload crates of cargo onto and out of various boats, ships and vessels.

SUPER: THE CARIBBEAN 1612--10 YEARS LATER

IN THE STREETS

A swarm of seagulls explode into the air as a rag-tag group of kids scatter about the cobblestone streets.

HIDDEN BEHIND THE CORNER OF A BUILDING

JIMMY 'THE YOUNG'

(15), peaks out and grins. Draped in raggedy old pirate's clothing and an oversized BLACK PIRATE HAT, he smirks.

JIMMY'S P.O.V

A group of pirates surround a podium. A sign above reads:
"TAKE A WENCH FER YER BRIDE"

JIMMY

It's time to separate the men from the boys..
Are you MEN ready?

Another head pops out from the corner, followed by another and another.

CATFISH

(13), BUCKWHEAT comes to mind at first sight. His big 'Colgate' smile glows as he tugs at his '4 sizes too big' pants.

CLUMSY

(12) salutes Jimmy, accidentally knocking off his hat.

CLUMSY

A-a-aye aye aye Ca Capn'!

He has a stuttering problem.

STINK

(11), round and plump, with a funny pudgy face, wipes his mouth clean, as he gulps down the last piece of whatever he was eating, then smiles, coyly.

SNOOZE

(10), barely awake, yawns and digs into his nose. He scratches his oversized, gold looping earring.

LITTLES

(7), Spanish, the youngest of the group, dons a large pirate hat adorned with skull and crossbones.

MEET THE RASCAL SCOUNDRELS.

The kids scuttle into the crowd.

LINED UP ON A STAGE is a group of WENCHES, all of them large and porky, except for a

WOMAN IN RED

ravishing, sultry with long red hair, irresistible to any man, except she is the only one who seems disinterested in the going ons. Yet, the more she shows disdain, the more she attracts attention. There is something about her...

IT IS AN AUCTION OF WENCHES. AN AUCTIONEER PIRATE WITH A
PEG LEG HOLLARS-

PEG LEG PIRATE

(re: plump wench)

Weigh anchor now ye swabbies! What be
offered for this winsome wench!

PIRATE #1

Do ya sell her by the pound!

PEG LEG PIRATE

(to plump wench)

Shift yer cargo dearie, show'em your
larboard side.

The pudgy wench twists, her eyes fluttering.

PIRATE #2

Aye, the redhead!

GROUP OF PIRATES

We wants the REDHEAD!

PEG LEG PIRATE

Does I hears a NINE for the wench in RED!

A drunk pirate waves his dollars high above his head.

DRUNK PIRATE

A nine for the perfect TEN!

Fists full of gold pieces thrust high above the crowd.

THE GROUP OF KIDS

all stare at the succulent woman in red, jaws dropped, eyes
gleaming with enthusiasm.

PEG LEG PIRATE

(re: kids)

How bout' the young lads thar? Tired of
being boys, aye? Pirates with BIG rifles be
what wenches like, not boys with pea-
shooters!

The crowd breaks out in an uproar of laughter! The kids scramble away except for-

JIMMY

They call me Jimmy 'the young'. The DREADED Jimmy 'the young'.

PEG LEG PIRATE

Jimmy 'the young' aye? I've heard of you. Spreading terror among schoolgirls, have ya!

Once again, a burst of roaring laughter among the crowd.

THE GROUP OF FIVE KIDS

Secretly and quietly sneak around the back of the podium.

Distracted by Jimmy, the Peg Leg Pirate remains unaware of the kids sneaking up behind him.

STINK

attempts to unbuckle the Peg Leg's belt. On the belt, a pouch with all the gold earned from his business.

CATFISH nervously watches Stink perform.

CATFISH

(whispering)

Screw dis up, and you're a dead man, Stinkert.

This makes Stink even more nervous.

BACK ON JIMMY

JIMMY

Right now, my men have you surrounded! We are the crew of the DREADED pirate, DAVEY JONES!

This cracks up the crowd even more! THE WOMAN IN RED seems surprised and glances at Jimmy. Unnoticed, she sneaks off the stage.

PEG LEG PIRATE

My wooden leg is splinterin' from fright!

PEG LEG

begins to sniff the air. His face wrinkles in disgust.
Strange. He searches around for the origin of the odor.

ON STINK

His face flushed red like a plump, juicy tomato.

STINK

(whispering)

I didn't mean to! It's hard to hold in
intense situations!

CATFISH

Next time you feel da urge to bust a
personal fragrance, do a brutha a
favor...DON'T.

Humiliated, but lacking the confidence to stand up to
Catfish, Stink just nods.

ON THE PEG LEG PIRATE

PEG LEG PIRATE

Smells like day old cheese. Or rotten
chicken eggs.

The Peg Leg follows his sniffing nose finally realizing the
smell is coming from behind him..

LITTLES

Pull the belt, Stink!

Stink whips the belt off! Victory!

CLUMSY catches the pouch full of gold!

CLUMSY

G-g-got it it!

PEG LEG'S PANTS DROP! Standing akimbo, he rushes to cover
himself!

JIMMY

Remember the name! DAVEY JONES and the
RASCAL SCOUNDRELS!

LITTLES TAKES THE BELT and whips the Peg Leg's buck-naked
behind

LITTLES

(whip!) Rascal! (whip!) Scoundrels!

The crowd of pirates cheer and laugh!

Tucked away in a corner, Snooze sleeps, unaware of the
events at hand.

CATFISH

Snooze! Get your lazy ass up!

At that instant, CLUMSY'S FOOT is caught between two stones
in the street. He trips and crashes face first into the
floor!

The Peg Leg's pouch opens, showering all the gold coins
onto the street!

The kids frantically scatter to retrieve the coins!

THE PEG LEG PIRATE

limping at racing speed, is close to catching up to the
kids one hand holding his falling pants, the other wildly
waving a sword.

JIMMY

Forget it! Let's go!

The kids race to pick up as many coins as possible, then
flee.

The Peg Leg's wooden peg suddenly snaps off! He hits the
ground.

PEG LEG

Blasted little seagull droppins'!

THE RASCAL SCOUNDRELS HAVE STRUCK AGAIN, escaping into the streets.

JIMMY

Count'em up, Catfish!

CATFISH

Thirteen plus the eight we've saved equals THIRTY EIGHT.

JIMMY

That should be enough, c'mon!

CUT TO:

INT. A CLOTHING STORE---SOON AFTER

CARLOS 'EL CAPITAN'

A Spaniard, dressed in tight, feminine purple leopard print pants, black boots with high heels and a face caked with white powder, notices the kids walk in.

He checks his complexion in the mirror, tests the bounce of his hair, twists, then smiles and prances over.

EL CAPITAN

(fruity)

Hola! Hello, hello! Welcome to MILLARES OUTPOST. My name is Carlos Millares. I prefer you call me El Capitan, okeh? In English, dat means zee Captain, because here, I am in charge, okeh? Now. What can El Capitan do for you today?

Catfish swallows his laughter.

JIMMY

I'm Jimmy 'the young', and these are the Rascal Scoundrels. We need pirate clothes.

EL CAPITAN

Oooh...are you guys pirates? I thought they had a height limit on piracy? No?

The kids are insulted.

EL CAPITAN

(back-peddles)

So let me show you what's hot right now.
I got black, which is sooo last season, red,
blue, very hot in Spain right now,
leopaaaaaard,

(smiles)

pink in velvet. Orange. Uh! So ugly, nobody will buy it. Away with the orange.

(snapping his fingers)

No. Sorry. Ba-bye!

A red shirt is pulled from the rack.

EL CAPITAN

What do you think? Red is in!

STINK

(feeling the material)

Who made it?

EL CAPITAN

GUESS?

The kids shrug their shoulders. El Capitan shrugs back.

JIMMY

How about something in black?

EL CAPITAN

Ooooh. Real men wear black, huh?

(wishing)

Real men. Que rico.

(beat)

Okeh. So black it is.

CUT TO:

AT A MIRROR--SOON AFTER

El Capitan twists and turns observing himself in the mirror. He puckers his lips, and points to his reflection.

EL CAPITAN

I'm too sexy for myself.

Clad in black pirate suits, shiny new boots and perfect fitted hats, the gang confidently struts out.

EL CAPITAN

Look at yocs! Aye mi amores! What a difference, huh? How do you like it? Be honest, nobody leaves my store unsatisfied.

Satisfied, the gang glances up and down at each other.

JIMMY

We'll take 'em.

EL CAPITAN

Okeh. You are in luck today. Usually it would be 30 gold coins, but for you, 24. I'm giving you a preferred customer discount, okeh?

CATFISH

Here you go. Thirty eight.

CUT TO:

OUTSIDE THE STORE

We see the Rascals being pushed out of the store, back in their old, torn up, dingy clothes. El Capitan follows.

EL CAPITAN

Thirteen plus eight is 21. If I give it to you that cheap, then everyone else is going to say, "but, Capitan, Capitan, you gave them a BIG discount, why not me?"

(snapping his fingers)

No! Sorry. Ba-bye.

Disappointed, the gang turns to leave when-

EL CAPITAN

Wait! Un momento por favor. Before you go, this is for you, my gordito.

El Capitan hands Stink a folded piece of material, might be a shirt.

STINK

(surprised)

For me?!

Stink unfolds the material, revealing it to be NEW
UNDERWEAR.

EL CAPITAN

(snapping his fingers)

Okeh? Ba-bye.

CUT TO:

IN THE STREET

crushed, the entire gang slouches as they lean against a
fractured wall.

CATFISH

R. E. S. P. E. K. T. Dat's what I'm talkin
about. We got sugar coated Mr. Francisco in
there tellin us we ain't got 'nough gold to
buy clothes! What's that? A lack of respect.

JIMMY

He's right. Pirates don't ask. They take.
We're not beggars, we're choosers.

STINK

Yeah! There's no honesty in tellin the
truth.

CLUMSY

Ye-yea-ye-yea-yea...

CATFISH

(disbelief)

Dumb and dumber.

SIX DRUNK MIDGETS are stumbling out of a tavern, all decked
in black PIRATE CLOTHING.

Catfish leans over and whispers something into Jimmy's ear.
A grin slowly spreads across their faces.

CATFISH

Stink? What'd you do with your old draws?

CUT TO:

AN ALLEYWAY

As the drunk Midgets stumble and sway by the dark alley, STINK'S STAINED AND CRUSTY OLD UNDERWEAR is flung at the them!

The midgets begin to scream in extreme horror, as they toss the underwear back and forth.

At that instant, the midgets are attacked and yanked back into the dark alley.

In the darkness, sounds of GRUNTING, PUNCHING and KICKING suddenly come to a halt.

A beat, then

OUT WALK THE RASCAL SCOUNDRELS in their new clothes.

Catfish notices that Stink's pants are tight and short.

CATFISH

Damn Stinko, what you be wearin'? The pirate summer set?

The kids laugh. They're checking each other out and feeling good!

JIMMY

We're the Pirates of what?

RASCAL SCOUNDRELS

Pirates of the Caribbean!

They scurry off into the streets, laughing and screaming in victory!

CUT TO:

EXT. DAVEY JONES'S DOCKED SHIP--NIGHT

The ship creaks against the sway of the ocean waters.

INT. DAVEY JONES'S DOCKED SHIP--SAME

The Rascal Scoundrels sit in a conference, except for Snooze who is sleeping in the corner. They take swigs from a BOTTLE OF RUM.

CATFISH

Twenty-one pounds and new pirates clothes.
Not even da great Davey Jones had all dis
when he was our age! At this rate, we'll be
havin our own ship in no time.

JIMMY

It's time we show our Captain we're worthy
of being pirates.

CUT TO:

INT. DAVEY'S CABIN

Asleep and drunk, Davey rolls over and BELCHES. Dirty.

The kids look ill from the odor of his breath.

Snooze walks in, makes himself comfy in the corner, and
drifts asleep.

JIMMY

Hey Captain, wake up.

CATFISH

The great Davey Jones, huh?
(disappointed)
That's some legend you've got there.

Jimmy nudges at Davey. No response. A harder jolt, followed
by another, rocks him fiercely but still nothing.

...Suddenly

DAVEY
(sleep talking)

No! Jane...the map...

Davey babbles a little more, turns and reveals

A SMALL TREASURE CHEST TUCKED UNDER HIS ARM

Snooze suddenly wakes up.

SNOOZE
I smell a treasure.

CATFISH
All I be smellin is Stink.

JIMMY
This is serious. A pirates treasure is no
laughing matter.
(beat)
Now let's see what's in that chest..

Their eyes gleam with excitement and anticipation.

LITTLES
We can't steal from the Capn'!

JIMMY
We're not stealing, just borrowing. Besides,
he won't find out. Look at him.
(beat)
Stink, grab the chest.

STINK
'Stink, pull the belt'. 'Stink, grab the
chest'. It's always 'Stink, do this, do
that'!

Catfish gives him a look. Stink relents. He attempts to
take the chest when Davey suddenly moves again and traps
him in his arms.

DAVEY
(in his sleep; puckering his lips)
Oh, Jane, kiss me...

Stink wiggles and squirms in disgust.

JIMMY

Get the chest!

Stink rolls and snatches the chest!

STINK

Help me!

The gang takes hold of Stink's legs and tug at him while Davey tugs back. A battle!

DAVEY

(angry)

Let her go, Jack!

CLUMSY

Let him-im-go-g-go!

One final tug and success! They pull him off Davey.

At that instant, Davey pops up, half awake!

CATFISH

Give'em da bottle!

Snooze reaches for a bottle of RUM, and hands it to Davey. A drunken grin. A swig from the rum. And he passes out again.

CUT TO:

INT. WOMAN IN RED'S ROOM--SAME

The woman in red writes on a paper, folds it and then seals it. It's some kind of message.

AT HER WINDOW

A PEG LEGGED PARROT taps on the sill with his wooden stump. The woman in red ties the message to the birds peg and he flies off.

Quickly she looks through a telescope and watches the parrot fly off into

THE DISTANCE

toward a mysterious dark ship sailing along the horizon.
Creepy.

CUT TO:

INT. DAVEY JONES'S SHIP, KIDS CABIN--SAME

Jimmy attempts to pop the treasure chest's lid open.
No luck.

CLUMSY

Le-le-let-m-me try.

Clumsy grabs the chest and juggles it in his hands. It
falls and hits the ground, crashing wide open!

Curious, the kids try to get a closer look.

Jimmy sets it upright and opens it. Inside, only a couple
of coins and old sheets of paper. Disappointing.

Catfish picks up the gold coins and starts counting.

CATFISH

Nine, ten, eleventeen, twelveteen..

(beat)

What kind of a treasure is this! Twelveteen
coins! Dis guy is a couple of swabbies short
of a crew.

Stink starts to rummage through the chest.

CATFISH

Does anyone care to explain to me what makes
dis guy so legendary?

SNOOZE

No use in trying to figure it out now. Let's
SLEEP on it.

Stink finds a roll of old paper hidden among the papers and
carefully spreads it open. We recognize it as DAVEY'S HALF
OF THE MAP with the dotted line entering a cove.

STINK

(digging in the chest)

Wow! He's got some cool stuff in here. A
sock, broken sea shells, CHICKEN BONES!
Bunches of paper and an old treasure map.

RASCAL SCOUNDRELS

Map??

Jimmy snatches the map from Stink.

JIMMY

(in awe)

The treasure of Davey Jones. Do you guys
know what this means! Davey WAS a great
pirate! It's all true! The Caribbean Coves,
the sunken city, how Davey fought bravely
against..

A beat

RASCAL SCOUNDRELS

(spooked)

The-Phantom-Jack...

STINK

THE PHANTOM JACK? Legend says that a big sea
monster ate him and then spit him out..

(spooky)

Now his ghost sails the seas in his GHOST
ship. Searching and sailing. Sailing and
searching..

LITTLES

(afraid)

Searching for what?

STINK

Uhhhh...I think that mmm...he's searching and
he's a...uhhh...uh ghost who is sailing..

(bingo!)

He's in sail of his search!

Jimmy snatches the treasure chest from Stink.

JIMMY

The only thing that matters is that legend says that he has the other half of Davey's map!

The door slams open. DAVEY JONES takes a swig of rum, then wipes his lips.

Jimmy quickly hides the chest.

DAVEY

There is no Phantom Jack. It's an old seaman's tale.

LITTLES

Then who has the other half of your map?

DAVEY

What map?

STINK

The one you keep in your treasure chest?

Davey shoots daggers at the group.

DAVEY

Give me THE MAP, now!

Catfish shoots Stink the EVIL EYE. But before Jimmy releases the map, he digs into the chest and swaps the map for a similar ROLL OF PAPER, weathered and old.

Unaware of the switch, Davey snatches the paper from Jimmy's grasp.

DAVEY

No more maps. No more treasures. And no more PHANTOM JACK. You're just a bunch of orphans who are lucky to have jobs on my ship. Don't forget that.

Littles starts to sob.

LITTLES

I don't want to be an orphan anymore...

DAVEY

(feeling sorry)

Quit yer cryin. Look, are you kids, or are
you pirates?

KIDS ALL TOGETHER

Pirates!

DAVEY

(firm)

Well, PIRATES don't cry!

Like a guilty parent, Davey tries to sneak out as the kids
follow him ON DECK. Davey sees a case of RUM with missing
bottles.

DAVEY

And they don't drink their Captain's RUM! I
have a cargo of rum to deliver, and if you
keep DRINKING IT, I won't have any left to
sell!

CATFISH

How you ever have 'nough of dat rum to sell,
if YOU keep drinkin' allvit?

DAVEY

Are you calling me a DRUNK?

CATFISH

Are you?

Davey picks up a fresh bottle of rum from the case and
takes a swig.

DAVEY

No!

CATFISH

There ya go. First sign uf being a drunk-
DENIAL.

Davey stares him down.

DAVEY
(acting tough)

We sail early in the morning. Got two more shipments, one to Puerto Bello, another to Nombre De Dios. Lock up and go to sleep.

Disappointed in their hero, the kids watch him leave with the bottle in hand.

As Davey's figure disappears out of view, Jimmy takes out the REAL MAP and waves it victoriously.

Quickly, the frowns are replaced with mischievous grins.

CUT TO:

EXT. DOCKING PORT--SOON AFTER

The sky begins to rumble as dark clouds mysteriously shape-shift. For a split second, there is an image of a SKULL AND CROSSBONES, then it distorts, vanishing into the darkness.

A SHREDDED TOWERING SAIL looms high above as it cuts through the ocean fog. The sound of CREAKING WOOD from the vessel is spooky.

The HUGE GHOST-LIKE VESSEL creeps over the ocean waters, docking at the bay.

The sound of CLANKING METAL as the anchor is dropped is followed by a crashing SPLASH.

ON DAVEY'S SHIP

The kids are asleep except for

SNOOZE, who prowls the deck noticing the creepy ship docking in.

SNOOZE
Please be a nightmare.

STREAKS OF LIGHTNING SPLATTER THE SKY, FOLLOWED BY THUNDER!

At that instant, A SKELETON WEARING RAGGED PIRATE'S CLOTHING is seen steering the ship!

SNOOZE

(spooked)

The GHOST WHO SAILS!

INT. INSIDE THE BARGE--SAME

Doors open as Snooze rushes in.

SNOOZE

It's the PHANTOM JACK!

Baffled, the Scoundrel's heads pop out of their sleeping
cots.

SNOOZE

He's here!

JIMMY

The Phantom of the seas?

CLUMSY

Jack the undead?

Clumsy leans too far over the edge of the bed and plunges
into the floor.

SNOOZE

Yes! JACK THE PHANTOM NEFARIOUS!

CATFISH

You're sleepwalkin'! Do yo'self a favor.
Wake up and go to sleep!

JIMMY

You heard Davey. It's an old seaman's tale.

SNOOZE

It's no tale, and I wasn't dreaming.

JIMMY

Fine. We'll take a look. But if you woke us
up for another one of your stupid
nightmares...you're sleeping with Stink for a
week.

Stink smiles, then realizes it was an insult.

P.O.V. FROM THE DECK--NIGHT

From the Ghost Ship, a docking bridge is lowered toward the pier.

Wide-eyed, the gang leans back against the cabin wall frozen with fright.

SNOOZE

See, I told you.

JIMMY

Shhhhhhh.

Through the mist, the figure of a man with the PEG-LEGGED PARROT resting on his shoulder, saunters down the bridge. Eerie.

Leaning out to get a closer look, Clumsy accidentally knocks over a lantern.

ON THE BRIDGE OF THE GHOST SHIP

THE FIGURE IN THE MIST pauses and looks up toward Davey's ship. He sees nothing, continues down the bridge, but his eyes betray his suspicion.

He continues his descent until he vanishes into the darkness.

Out of nowhere, dozens upon dozens of others follow him. As they march out, a creepy chant is heard..

MARCHING PIRATES

Yo ho, yo ho, a phantom's life indeed
We bury, abduct, we sin and slay, avast ye
scurvys yo ho! We're banshees of fright and
phantoms of night, avast ye scurvys yo ho..

The sound of the marching fades along with the chanting as they leave the boat and continue on land.

ON DAVEY'S SHIP

DUCKING BEHIND A CRATE, the Rascal's hold their breath. Only Jimmy glances over, his eyes brimming with excitement.

JIMMY

If that's The Phantom Jack's ship, then that means the other half of the map is in THERE!

CUT TO:

INT. TAVERN--SOON AFTER

Pirates drink, sing, chase wenches and pass out.

The WOMAN IN RED from the auction is flirting with a pirate sitting at a table. She smiles seductively, slips her hand into his coat and steals his pouch of gold coins.

The pirate leans in to kiss her but she backs away, waving her finger at him-NAUGHTY BOY!

AT THE BAR

Depressed and alone, Davey finishes off a bottle.

Alongside him, TWO PIRATES sway unsteadily in a drunken stooper, cheerfully singing the popular pirate song.

BOTH PIRATES

Yo ho, yo ho, a pirates life for
(hiccup!)
me! We extort and pilfer we filch and sack,
DRINK UP ME'EARTIES YO HO! Maraud and
embezzle and even hijack, drink up
(hiccup!)
me'earties YO HO! HA-HA!

Gloomy, Davey stares at his bottle.

DAVEY

(under his breath)
A pirates...life for me..

The two Pirates sing and laugh joyously, drunkenly enjoying the moment. The morose Davey spoils their fun..

PIRATE #1

(to Davey)
And who might the sights of you be, aye?
Not the likes of a pirate be you, fer sure!

This hurts a little, but Davey recovers with a drunken smirk.

PIRATE #2

Perhaps he be a ghost...

PIRATE #1

(mocking)

Maybe he thinks he be PHANTOM JACK!

DAVEY reacts.

DAVEY

(cautious)

What do you know about Jack?

PIRATE #1

Bloody Privateers be after him.

PIRATE #2

Hunting down every buccaneer in the Caribbean - Phantom Jack's head be the highest reward. They say Jack's ghost not be resting 'till he finds that blasted Davey Jones and his treasure.

Davey takes a big swig of his rum as his eyes search the tavern suspiciously.

The woman in red suddenly appears beside Davey, her next victim. She seductively moves in for the steal, but he gently pushes her back.

WOMAN

That's a new one. I've never been turned away by a drunken bum.

Offended, Davey takes another swig.

DAVEY

Bum? I was once a distinguished pirate hunter for her Royal Majesty of England! The best there ever was.

(hiccup!)

Even a dashing, swashbuckling pirate...a talented thief...ahhh!

WOMAN

(mock sincerity)

Touching story...

(flirtatiously)

but the 'problems' talk comes later and the
night is young. You don't have a woman
waiting for you, do you?

She tries to get in close once more, but is shoved off
again.

DAVEY

Naw...the only thing waiting for me are five
orphan kids, and a stinky sixth...

WOMAN

Your life is about to take a turn for the
better...at least for tonight...

The woman searches his eyes...he suddenly looks familiar to
her! He recognizes her as well...

DAVEY/JANE

I thought you were dead!

Davey is suddenly surprised with a ferocious slap...

JANE

You had that coming, Davey Jones! The map or
the girl? There's a hard decision! And here
you are, drunk in the Caribbean!

DAVEY

Drunk? Why are you dressed like a harlot?

She is about to slap him again when she is startled by the
crash of a bottle! The pirate that Jane stole from, stands
up in rage flipping his table over!

PISSED PIRATE

Me gold be stolen! I'll maim the villainous
rat!

He grabs the pirate next to him and strikes him with a
drunken punch. The crowd goes wild in cheers at the brawl!

JANE

We need to get out of here. Let's go up to my room.

DAVEY

I don't know, Jane. How much is it going to cost?

WHAM! Davey is smacked again!

CUT TO:

EXT. THE PHANTOM SHIP--NIGHT

Billowing sails sway with the wind as the rascals stand at the threshold of the enormous ship. Nervously, they inch forward up the bridge.

LITTLES

I don't think this is a good idea. What if the Phantom Jack comes back and we're still in there?

JIMMY

Hey. He won't catch us. Besides, if Davey won't go after the map and face Phantom, we'll have to do it for him. And when we bring Davey Jones back to his old self, we won't HAVE to fear the Phantom, and together, we'll sack the Spanish Main!

INT. THE PHANTOM SHIP--NIGHT

Crooked, splintery doorways shrouded in darkness. Dimmed, swinging lanterns. Creaking wood. The GOTHIC interior would be perfect for Dracula.

CATFISH

Which way should we go?

LITTLES

(spooked)

We should go back.

STINK

This ship is haunted by hundreds of ghosts waiting for their victims, behind every door.

JIMMY

Don't touch anything.
(to Clumsy)
Especially you.

CLUMSY

O-o-o-o-o-o-o-o-ok.

CATFISH notices a door with an old rusty doorknob. He looks around. Nobody is watching him. Curious, he turns it.

THE DOOR FLINGS OPEN!

Out of the darkness, a PIRATE SKELETON lunges out!

RASCAL SCOUNDRELS

Ahhhhhhhhhh!

STINK

Maaaaa!

They rush to flee! They glance back, but the Skeleton is still there, this time ARMS RAISED REACHING FOR THEM!

JIMMY

RUN!!

They keep running, but they're not going anywhere.

Jimmy looks down, noticing they're running in place on some kind of TREADMILL-like floor.

With the pace of the treadmill picking up, Clumsy stumbles!

The treadmill drags him back, sweeping the rest of the gang down with him.

The treadmill draws them back, passing under the looming skeleton. THE FLOOR ENDS and they drop down, disappearing into a

INT. DARK PIT

OVER BLACK WE HEAR

CATFISH

Clumsy! Didn't we tell you not to touch
anything!

CLUMSY

Bu-bu-but I didn't! Y-yo-you d-di-

CATFISH

Stop stutterin', foo! We don't understand
what you be sayin!

LITTLES

(afraid)

Hey Clumsy...is that you I'm holding?

CLUMSY

Ye-ye-yeah. Sn-Sn-Snooze is th-that you I'm
ho-holding?

SNOOZE

I hope so. Yeah.

STINK

Catfish...why do you feel so bony?

Jimmy strikes up a match, and when the room is lit WE SEE
THAT STINKY IS HUGGING AN OLD SKELETON!

The gang yells in panic stricken horror! Ahhhhhh!

The match blows out! Darkness!

At that instant, they hear the sound of TINKLING WATER
hitting the wooden floor.

A beat, then the TINKLING ends.

RASCAL SCOUNDRELS

Stink!!!

STINK

What! It's not me! My pants are dry, feel!

A lantern is lit. Jimmy waves it above himself.

JIMMY

Then WHO was it?

The leaking tinkle starts again-it's coming from above them.

Together, the gang slowly look up, cringe and

RASCAL SCOUNDRELS

Ahhhhhh!

Hanging above them, is the CARCASS OF A SHARK. Mouth gaping open, leaking water.

LITTLES

Jaws...

Jimmy investigates the room. No doors. No windows.

STINK

How are we going to get out? We're trapped. I knew this would happen. Remember what happened to the curious cat when the early bird got its wing?

Catfish shoots him a look.

Intrigued by the size of the shark, Littles pulls over a bucket and stands on it. No use, he's still not tall enough to reach it.

He stacks a small crate and another bucket. He tries to balance, searching for leverage.

For a short second the wobbling stops. Littles takes that moment to stick his head into the shark's colossal mouth.

LITTLES

Wowe!

His 'pile-up' collapses! Littles hangs on to the sharks jaw-line!

With the weight from Little's body, the shark descends.

GEARS GRIND. A clicking sound cranks, then stops. Something unlocks.

THE WALL SUDDENLY SHIFTS AND RUMBLES OPENS.

JIMMY

You did it!

LITTLES

I did?

(beat)

Of course I did..

Apprehensive, the gang creeps into the

NEW ROOM

Torn up curtains lash out flowing with the wind.

Above, a huge, cobweb-tangled chandelier slowly sways back and forth.

On the wall, a frightening painted portrait of the man himself, THE PHANTOM JACK NEFARIOUS.

Like a holographic image, the picture morphs from A SKELETAL DEAD GHOST version of Jack back to the human form.

The kids realize they've just entered

PHANTOM JACK'S ROOM

STINK

(nervous)

Wow. Ok...this is nice..

(fast)

Alright, let's go.

CATFISH

Where you goin' Stinkert? The bakery closed hours ago.

Jimmy shoots Catfish a look that says 'lay off' and then rummages through the cabinets, searching for the other half of the map.

JIMMY

Search everywhere! It's got to be here.
Check under the bed, in his closet, under
the rugs.

Phantom Jack's bed is enormous, covered with thick black
velvet sheets.

Above the bed is a wooden sign that reads, in crooked
lettering: THAR BE NO PLACE LIKE HOME.

Without anyone noticing, Snooze decides to lie on the bed.
It's comfortable. After a sigh, he smiles, closes his eyes
and

THE BED ROTATES SIDEWAYS, FLIP-FLOPPING THE TOP FOR THE
BOTTOM. SNOOZE DISAPPEARS AND A 'SLEEPING' SKELETON
APPEARS.

The incident goes unnoticed by the rest of the gang as the
ravaging of the Phantom's room continues. Until-

LITTLES

Hey. Has anyone seen Snooze?

CATFISH

Check da bed.

Stink peels over the blanket, revealing the SKELETON.

Frozen in fright, Stink tries to talk, but only manages to
stutter.

JIMMY

What is it, Stink?

STINK

Snooze is dead!

The gang rushes bedside to investigate.

An uncomfortable beat. Stink begins to rub the skeleton's
head.

STINK

All he ever wanted to do was sleep. Now you
could sleep forever, Snooze...

All of their heads drop, covered by their crossed arms. A
moment of sadness.

From the under side of the bed, we hear

SNOOZE

(muffled)

Hey, I'm not dead!

Snooze's voice came directly from the area under the
skeleton's head. He is trapped under the bed.

STINK

Listen to him, he still thinks he's alive.

SNOOZE

Let me out!

Baffled, Jimmy eyes the skeleton.

SNOOZE

Hey, can you still hear me!

STINK

Poor Snooze. He's just bones and ribs now.
Look at his little arm. I'm going to miss
that arm, it's the one he always laid his
head on.

Stink picks up the skeleton's arm.

The arm clicks! Gears churn.

AT THAT INSTANT, THE BED RE-FLIPS. SNOOZE IS BACK ON TOP.

LITTLES

Snooze! You're alive!

JIMMY

How did you do that?

SNOOZE

I don't know? I just laid down like this,
and..

During Snooze's demonstration, the bed flips over again!

JIMMY

There has to be a switch somewhere. Some
kind of secret release lever, or something.

The gang begins searching the bed for a release switch.

Jimmy pauses, staring at the painting of the Phantom Jack.
Under the thick, oak frame, there is a gold plated
engraving: WHEN ASLEEP, AWAKE THE DEAD.

JIMMY

When asleep, awake the dead? When asleep,
wake the dead! I've got it!

At bedside, Jimmy observes the 'sleeping skeleton'.

JIMMY

I'm going to wake up the dead.

Jimmy begins to shake the skeleton. Nothing. Another harder
jolt. Nada.

STINK

He won't wake up. He's dead.

CATFISH

(mock sincerity)

Really?

STINK

Yeah, look.

Again, Stink raises the skeleton's arm and

CLICK! Gears churn. The bed re-flips.

Snooze leaps off.

CATFISH

I suggest you keep your ass awake till we
git outta here.

Jimmy's eyes wander the room.

JIMMY

Let's find us that other half of the map.
Everything seems to get worse by the minute.

CLUMSY

Wh-we-where would a mean o-old pirate keep
something like t-th-hat?

Jimmy's mind races. Eyes locked on the bed.

JIMMY

Of course!

Jimmy jumps on the bed and gently lifts the pillow,
revealing a compartment in the mattress. Inside, A SCROLL.

Jimmy's eyes gleam as he eagerly reaches in and pulls out
the scroll.

At that instant, CHURNING GEARS are heard once more! Jimmy
swiftly rolls off the bed seconds before it flips over.

JIMMY

The bed is a trap. Anyone trying to get the
map becomes The Phantom's prisoner.

(to the gang as he unrolls the scroll)
Guys, adventure in the high seas is about to
set sail.

CUT TO:

EXT. STREETS--SOON AFTER

The streets are swallowed by a thick vapor, hovering about
in a ghost-like fog.

Street lamps begin to flicker.

A PIRATE ON WATCH

Leans out of his post, holding his lantern above him,
trying to see.

The sound of approaching MARCHING FOOTSTEPS become louder
and LOUDER...the haunting chant seems to thunder!

MARCHING PIRATES

We hack and raze, behead and set blaze,
avast ye scurvys yo ho! We murder with
greed, do treacherous deeds, Avast ye
scurvy's yo ho! In search of the MAP you'll
fall in our trap, Avast ye scurvy's yo ho!
The Phantom is near, his evil strikes fear,
avast-ye-scurvys-yo HOOOOO!!!

LOOKOUT PIRATE

(spooked)

The ghost who sails.

SMASH CUT TO:

HORSE'S HOOVES RACE

across the cobblestone streets as the LOOKOUT PIRATE rides
the horse at racing speed, lantern in hand.

LOOKOUT PIRATE

(ala Paul Revere)

The phantom is coming! The phantom is
coming!

Windows slam shut. Doors lock. People flee the streets as
the lookout pirate races through the town.

SMASH CUT TO:

INT. TAVERN--CONTINUOUS

The tavern doors fling open!

Breathless, the lookout pirate rushes in.

LOOKOUT PIRATE

The Phantom is coming!

Pirates in the tavern freeze. The cheerful scene turns fearful.

A breeze sweeps through the tavern blowing all the candles out.

The Lookout Pirate's knees begin to shiver uncontrollably. Suddenly, his shivering STOPS. EYES LOCK. FROZEN, he COLLAPSES. A series of daggers are gashed into his back.

TWO GHOSTLY LOOKING PIRATES BURST THROUGH THE DOOR

PIRATE #1

Blades whir as they wickedly spin and twirl, ready to dice! His LEFT EYE is covered with an eye patch.

PIRATE #2

Stylishly, guns flip out! Clicking as they lock, ready to fire! His RIGHT EYE is also concealed behind an eye patch also.

MEET STITCH AND DAGGER

Dressed in shredded, black gothic-pirate clothing, their faces are painted into TRIBAL SKULLS...INTIMIDATING.

The tavern is silent as BLACK BOOTS step through the doorway. With every step, the boots strike against the floor with a sharp metallic tap.

The scene is intense. Onlookers in the tavern turn away, avoiding eye contact.

A voice murmurs...

VOICE

It's the phantom Jack.

A PISTOL IS SUDDENLY DRAWN OUT!

BLAM!

The murmuring pirate is shot dead out of his seat.

Wild eyes scan the tavern. We pull out revealing the face
of

THE PHANTOM JACK NEFARIOUS

Pale. Eyes sunken in like a century old dead man. A dark,
twisting mustache with a curving goatee, makes him look
more like a devil. Clad in a black baroque pirate suit, he
is charismatic in an evil way.

Smoke from Jack's pistol clears.

BARTENDER

(whispers)

That was me best customer!

PHANTOM JACK

Avast ye scurvy scum.

Phantom Jack trains his pistol on the bartender.

PHANTOM JACK

Tell me ye looter, seen the likes of Jones,
have you?

The bartender sweats, his eyes search for an answer.

The Phantom cocks his pistol.

The bartender nervously grins.

BARTENDER

Earlier. A man was here, never seen him
before. A wench be who he left with. Thought
I heard her call him..Jones.

Phantom Jack retreats his weapon, then smiles.

PHANTOM JACK

Ye see thar me'eartie. One can make a smart
decision, if ye try.

(to his men)

Maraud the town! Ransack every inch for
Jones...and kill everyone in here. I have a
reputation to uphold.

Chaos is unleashed as his Skull-Faced army of pirates,
ravage the scene!

Grinning, Phantom Jack seems to relish the state of anarchy
he has created.

CUT TO:

INT. JANE'S ROOM--SAME

Jane, donning a new outfit, now looks like the
swashbuckling buccaneer she once was.

She tosses Davey a pouch.

DAVEY

What's this?

JANE

Your money. I didn't recognize you at first
...maybe if you shaved and washed up...

DAVEY looks at her...

DAVEY

Jane...I'm sorry.

JANE

For what?

DAVEY

I was young...naive...perhaps too ambitious...
I should've burned it.

JANE

Burned what...that map?

(beat)

You don't still have that thing, do you?

DAVEY

I wish I didn't. You know, I've been running
from Jack Nefarious for the past ten rotten
years because of it...

(beat)

The Phantom Jack. I wish he really were a
ghost.

A TAPPING thud interrupts them. Jane and Davey search the room. At the window

LEGGO THE PIRATE PARROT

Phantom Jack's evil, peg-legged bird, continues to hammer his wooden leg. In a frantic spurt, Leggo begins flapping his wings.

LEGGO

(squawking)

Davey Jones! Davey Jones!

JANE

Shut up! You stupid bird!

DAVEY

What is that? A one legged chicken?

LEGGO

Kiss-MY-chicken [squawk(ass)]!

JANE

Jones, get up, we're leaving.

AT THAT INSTANT, HER DOOR IS KICKED OPEN!

A skull-face pirate rushes in.

Jane reacts, smacking Davey with a lustful kiss. Surprised, his eyes glare wide open, nearly sucked out!

JANE

(to the pirate)

Can't you see I'm with a customer? Wait your turn!

WHAM! Unexpectedly, the pirate's face is smashed with a hard right cross from Jane and is knocked out cold.

JANE

It's a skull-face. Jack knows you're here.

(beat)

Wait! I've got an idea.

CUT TO:

INT. TAVERN--SOON AFTER

The tavern is being torn apart!

Jane maneuvers through the chaos, followed by an ugly WENCH
(Davey in disguise).

UGLY WENCH/DAVEY
(pushing up his fake breasts)
This isn't going to work.

JANE
Yes it will. Just keep walking.

Steps away from leaving the tavern, a skull-faced pirate
notices their peculiar exit.

SKULL-FACED PIRATE
Wenches, aye? The sea makes a man's eyes
sore. But a wench be what make them better!
Especially you..

Salivating, the skull-faced pirate lunges at Davey for a
kiss. Davey struggles to avoid it, then slaps the pirate!

SKULL-FACED PIRATE
(turned on)
Ooooh. I LOVE a woman with strength.

Davey swiftly kicks the skull-faced pirate dead in the
balls!

UGLY WENCH/DAVEY
Love hurts.

As the skull-faced pirate buckles in pain, he lets go of
his sword and Davey catches it mid-air!

UGLY WENCH/DAVEY
(to Jane)
My ship is on the other side.

JANE
Ok. Follow me.

Jane leads him the opposite way.

DAVEY

We're going the wrong way. My SHIP is on the OTHER side. The other way!

JANE

Jack's men must have it surrounded by now. This is the ONLY way.

THEY TURN THE OPPOSITE CORNER

finding a legion of skull-faced pirates blocking the alley with guns trained on Davey.

Like the Red Sea, the group of Pirates part as Phantom Jack walks through.

Leggo dives, landing firmly on Phantom's right shoulder. He squawks, then limps back and forth.

PHANTOM JACK

Davey Jones. At last, we meet again.

Davey's eyes lock.

DAVEY

(disdain)

Jack Nefarious.

PHANTOM JACK

A reunion long overdue.

DAVEY

I HATE reunions.

PHANTOM JACK

Think of it as more of a...FAREWELL.

LEGGO

(raising his peg leg)

Farewell you son of a b...[squawk]!

PHANTOM JACK

JANE, bring me the map.

In disbelief, Davey looks back at Jane, who now has him at gunpoint. HE'S BEEN BETRAYED!

JANE

Every pirate in the Caribbean wants that map. I'm sorry, Jones. But even I can't resist the thought of having your treasure.

DAVEY

You set me up?

While searching Davey's pockets-

JANE

(low)

I had no choice. Besides, I've stuck my neck out for you enough times to see nothing in return.

DAVEY

(under his breath)

Everything I've ever wanted to do WAS for you!

JANE

(sarcastic)

And now, ten years later you show up only to say you still love me, right?

DAVEY

I should have died long ago loving the woman I once knew, than seeing the woman you have become.

JANE PULLS OUT A ROLL OF PAPER FROM HIS BACK POCKET, all business. But as she comes forward to face him, her tough exterior disintegrates as his sincerity touches her.

With her back turned to Phantom Jack, she unfolds the paper, it is BLANK. Her face remains expressionless as she folds it back up.

PHANTOM JACK

(impatient)

Enough with the prissy love story. Bring me the map!

As Jane takes the 'map' to Jack, Davey thinks fast.

DAVEY

You'll never make it out of the Caribbean, Jack. My men have you surrounded. The Rascal Scoundrels! The most villainous, corrupt, filthy, EVIL, dreaded pirates to have ever set sail!

SMASH CUT TO:

INT. PHANTOM GHOST SHIP--NIGHT

The entire gang runs frantically away from SKELETONS that SWING FROM THE CEILING, SWOOPING AFTER THEM!

RASCAL SCOUNDRELS

Ahhhhhhh!

CUT BACK TO:

EXT. THE STREET--NIGHT

DAVEY (Cont'd)

It's your choice, Jack. The map, or your life?

Jane hands Phantom Jack the 'map'. He smiles in victory as he casually raises his pistol toward Davey, ready to fire. A charming smile, then a sinister grin..

At that instant

BOOM!!

The building behind them is blown to shreds!!

In the b.g., a voice yells-

VOICE

It be the PRIVATEERS!!! Flee fer yer lives!

Just beyond the port, A FLEET OF THREE BRITISH SHIPS CLOSE IN.

Another explosion rumbles throughout the town blasting another building apart!

Flames and debris careen over the group, as they duck to avoid doom.

Phantom Jack opens up the BLANK ROLL OF PAPER, his expression changes to one of rage.

PHANTOM JACK

Jones! Ye blasted corral scum!

Davey looks at Jane, who winks at him, then pleads with her eyes.

JANE

(whispers)

Will you forgive me?

For a short moment, Davey becomes the dashing young rogue he once was.

Swiftly, he swings Jane into his arms, about to kiss...

PHANTOM

(enraged)

Where be the MAP, Jones!

Davey and Jane separate...

DAVEY

(to Jane)

I can't take you now. But I will come back for you.

Another explosion allows Davey the opportunity to flee as Jane is apprehended by Stitch and Dagger...

Dagger flips out his blades ready to kill Jane for her betrayal...

PHANTOM

Don't kill her yet...she may still prove of some use. After Jones!

SMASH CUT TO:

THE PHANTOM SHIP

The Rascal Scoundrels anxiously watch the fleet of
PRIVATEERS attack the port.

CATFISH

Gang, dis is da Phantom's ship, and they'll
blow us out of these waters if we don't get
hell outta of here! I'm tired of being some
sorry swab for da Capn'!

JIMMY

We wait for Davey! Either you wait with us,
or you swim to shore. You decide!

CATFISH

Jimmy 'the Young', right? Young is how
you're gonna die if we don't get this ship
movin'!

Stink starts waving his hand excitedly.

STINK

Hey! Davey's being chased by the Phantom's
army of the dead!

The gang rushes over to look.

IN THE STREETS

Davey runs at sprinting speed followed by dozens of skull-
faced pirates!

The street buzzes with whizzing bullets as they ricochet
around Davey who runs toward the ship!

Davey is close to his ship.

ON THE PHANTOM GHOST SHIP

The Rascals are waving and shouting Davey's name above the
noise of battle. Anxious and spooked by the whizzing
bullets, Clumsy backs up, accidentally knocking over a
TORCH! The torch lights the FUSE of a nearby cannon...which
ignites immediately...

BOOM! Davey's ship explodes in a heap of shreds!

The gang freezes, eyes wide open!

STINK

You just blew up Davey's ship!

CATFISH

Now it's just a pile of ship.

THE HARBOR

A group of pirates menacingly close in on Davey.

DAVEY

(complaining to the pirates)

That was my SHIP!

The pirates could care less.

DAVEY

There's only one solution I see fit for this
problem. RUN!

Davey races toward the pier as Jimmy runs toward the front
of the ship closer to Davey, shouting.

JIMMY

Captain! We're up here!

Davey raises his head and sees the Rascals on the deck of
the Phantom ship.

The mob of pirates continues their hunt! Seconds before
doom, he dives off the pier disappearing into the ocean
waters!

Determined, the pirates fire their rifles!

Davey swims toward the Phantom Ghost ship as bullets whiz
around him, sending spurts of splashing water all around.

PHANTOM GHOST SHIP

SNOOZE

Cap! Grab the anchor!

Except for Catfish, the entire gang yells-"Grab the anchor", "You could do it Capn'" as Davey desperately swims for his life.

ON THE ANCHOR

Davey grabs hold of the rusty old chain as it is being drawn up. He hangs onto the anchor as it raises him up toward the vessel.

ON THE STREETS

Looking through their telescopes, Stitch and Dagger notice-

STITCH

Captain! Yar ship be hijacked..

DAGGER

...hijacked by the looks of...kids!

ON THE PHANTOM GHOST SHIP

Elated, the gang jump and shout-

RASCAL SCOUNDRELS

Don't forget the name! The Rascal Scoundrels!

BACK ON JACK

PHANTOM JACK

Blasted little bilge rats!
(to Stitch, pointing at Jane)
Take that rat and put her away.

Stitch obliges and leaves with a struggling Jane.

Dagger whips out two swords and clashes in battle with oncoming Privateers...even though outnumbered, the Privateers are no match for Dagger, the master of blades.

A POSSE OF PRIVATEERS see an opening and surround the distracted Phantom Jack.

PRIVATEER #1

Withdraw your weapons!

ambushed...as if attacked by GHOSTS! Swords clash! Bullets
shred. Smoke clears. Bodies collapse.

Suddenly, the ship shifts aim toward Privateer ship #2, and
FIRES!

PRIVATEER SHIP #2 EXPLODES, hurling the bodies of the
privateers into the air as flames burst into the sky!

PRIVATEER SHIP #3 retreats and sails away, avoiding doom.

The takeover is complete. Phantom Jack boards PRIVATEER
SHIP #1. He grins and salutes his crew.

The legion of skull-faced pirates explode into a victorious
cheer!

PHANTOM JACK

(re: ship #1)

Britain has its good side.

(beat)

Strike our colors, lads!

A BLACK PIRATE FLAG is hoisted up. On it, a ghost skull
with two crisscrossing swords beneath it.

PRIVATEER SHIP #1, now under Phantom Jack's command, sails
to sea. Behind them, THE HARBOR IGNITES, BURNING DOWN TO
ASHES. THE OCEAN IS SCATTERED WITH FLAMING, SINKING
VESSELS.

CUT TO:

EXT. PHANTOM GHOST SHIP, DECK

Catching his breath, Davey kneels on the deck, coughing up
water.

JIMMY

Welcome aboard, Captain Jones. Your crew
awaits your commands.

DAVEY

(angry)

My crew? Do you realize what you damn kids
have done!

Clumsy's lip quivers.

CLUMSY

I-it wasn't m-m-my my fault.

JIMMY

We've stolen the map from Phantom Jack and hijacked his ship, ready to find the TREASURE!

DAVEY

Treasure! I was just nearly cut down to fish bait, shot at by skull-faced PIRATES and almost blown apart by PRIVATEERS because of that DAMNED TREASURE! Now we're sailing in PHANTOM JACK'S ship, who soon enough will catch up to us and leave us resting at the bottom of the OCEAN!

The kids are taken aback by his attitude.

JIMMY

But Davey, we have both halves of the map now!

DAVEY

Good. Now we can toss both of them off this ship!

LITTLES

But we did this for you.

CATFISH

Don't look like 'Captain Rum' cares, do it?

JIMMY

Davey, aren't you tired of everyone thinking you're nothing but a drunken 'has been'? We have the chance right now...YOU have the chance, the chance to be the GREAT Davey Jones again.

DAVEY

The GREAT Davey Jones...

(angry)

Let me tell you what that DAMN MAP did for
Davey Jones. I lost my ship, my life...
JANE...all for the evil of man's greed for
treasure... and if you're not careful...

JIMMY

But look!

Jimmy aligns both halves of the map together.

JIMMY

It's within our grasps! We're so close I
could feel it!

Odd. Both halves of the map don't line up.

DAVEY

Let me see that.

Davey snatches the map from Jimmy and inspects it.

DAVEY

CALAVERA island. Should've known.

JIMMY

Is that where the treasure is?

DAVEY

NO, that's where the Phantom's half of the
map is. THIS map tells you how to get to HIS
map.

JIMMY

Then that's where we have to go.

DAVEY

We're not going anywhere except off this
ship. Besides, nobody's ever left Calavera
alive.

(beat)

Clums, hoist up the sails!

CLUMSY

Bu-but-but Capn'!

DAVEY

Do it! Or I'll sell you to a slave trader!
That goes for all of you!

Reluctantly, Clumsy unties the sail. A swift gust of wind
causes the sail to swing out fiercely!

JIMMY

What do we have to do to convince you
otherwise!

DAVEY

You'd have to KNOCK me out and TIE me up.

WHAM! The swinging sail whacks Davey on the side of the
head, knocking him out. Clumsy grins.

LITTLES

Now what? We need him.

JIMMY

We do it ourselves. Tie him up.

PHANTOM JACK (O.S.)

Bring to me that traitor wench!

CUT TO:

EXT. PRIVATEER SHIP #1, DECK

Stitch and Dagger bring Jane to Phantom Jack. She
struggles..but its no use. As they pass groups of pirates
eyeing her-

PIRATE #1

Aye thar, the life of a pirate can be lonely
at sea, hows 'bout a kiss to holds me over
till I finds another nasty wench!

JANE

Come closer, I've got a kiss for ya..

As pirate #1 leans in, Jane kicks him in the balls!

The crowd cheers and laughs at her comeback. Angered, the pirate pulls out a dagger and lunges at Jane.

Suddenly, a WHIP snaps and wraps around the throat of Pirate #1! Phantom Jack tugs at the other end of the whip strangling the pirate!

PHANTOM JACK
(to his crew)
Give him the KEEL HAUL..

PIRATE #1
No! Captain! Not the Keel haul!

PHANTOM JACK
Let this be fair warning to all!

Phantom Jack's men escort Pirate #1 away.

JANE
(sarcastic)
Who would have thought...rescued by the
Phantom Jack!

PHANTOM JACK
I can't have you die before I bait the hook.

LEGGO
Kill the wench! That little b...
[squawk(bitch)]!

Swiftly, Jane whips out a dagger and lunges at Jack, but is yanked back by Stitch and Dagger.

Without a flinch, Phantom Jack locks eyes with Jane. No threat. No fear.

Jane feels a nudge in her stomach. She looks down noticing STITCH HAS A PISTOL BURIED UP AGAINST HER. Dagger's blade gently glides across her neck...

PHANTOM JACK
What's the matter, Jane? You look like
you've seen a ghost.

JANE

You're a curse to the sea

Phantom Jack smirks.

PHANTOM JACK

Make no mistakes, me young harlot...in your
grave you will be resting.

(to Stitch and Dagger)

Lock 'er up in the ship's sail barge!
To the treasure, me'earties!

With a gallant wave of his cape, Phantom Jack turns and
walks away.

AT THE KEEL OF THE SHIP

We see PIRATE #1 dragged from a rope tossed by the waves as
the ship sails on.

CUT TO:

EXT. CALAVERA ISLAND--DAY

The island is shaped like a hook, shadowed by dark clouds.
Buzzards circle.

An enormous mountainside is sculpted into a form resembling
a dismembered SKELETON, from the torso and up. As if
crawling out of the ocean, its arms act as pillars holding
up the entrance to a cavern.

Hunched over, the head leans downward with its half-sunken
face under the water. An eerie waterfall pours out of its
left eye.

The Phantom Ghost ship approaches.

EXT. PHANTOM GHOST SHIP, DECK--DAY

STINK

Does anyone else besides ME think this is a
bad idea?

Snooze, Clumsy and Littles raise their hands.

CATFISH

Man, ya'll chickens! We shoulda left you
back with that purple pant wearin' El
Capitan.

The ship enters the eye of the skull sailing past the arm-
like pillars, docking at land within the rib cage.

Jimmy comes out on deck holding shovels, lanterns and
ropes.

JIMMY

Gear up, guys. This is it.

CUT TO:

EXT. PHANTOM GHOST SHIP - DAY

TIED UP AGAINST A WOODEN BEAM, Davey is jolted awake by the
sounds of the commotion. He appears groggy and grumpy.

DAVEY

Hey, you lousy kids! Can't a man have some
peace and quiet here!

(in pain)

My head...I feel like...I drank a whole barrel
of...

(realizing he's tied)

What the...hey! Untie me, NOW!

Little's instinctively moves to help Davey, but then sees
the gang's faces and makes an about-face.

LITTLES

Let me say it in Spanish. NO!

Equipped and ready, the gang prepares to leave the ship.

DAVEY

(seeing where they're at)

Calavera! What do you think you're doing!
You don't really think you can just walk in
and out of there with the map, do you?

CATFISH

What's the matter Cap? Afraid the dirty orphan kids'll find what you couldn't?

This stings, but Davey has a mission.

DAVEY

Let me tell you a story. For years I sailed as a Privateer alongside Jack. We probably manhandled more pirates than the entire British fleet together. During raids we found gold, diamonds..but nothing like what lies at the end of that map. In good faith, we split the map and betrayed the privateer code.

CATFISH

So, Phantom Jack betrays yo ass and you become the most dreaded drunk of the Caribbean. We know the story.

DAVEY

Then know this. There is no such thing as LOYALTY or MERCY between pirates. For ten years the Phantom has stopped at nothing to get that treasure, and he'll CRUSH anything or anyone who gets in his way..including you.

JIMMY

But you also taught us to never lose to fear; only lose to fate.

(beat)

Captain, you're losing to fear..and our fate lies ahead.

The comment hits home with Davey.

CUT TO:

EXT. CALAVERA ISLAND—DUSK

Like the SEVEN DWARFS, the Rascal Scoundrels single file through the island jungle hiking and singing-

RASCAL SCOUNDRELS

We kidnap and ravage and don't give a hoot,
drink up me'earties yo-ho! We're RASCAL
SCOUNDRELS villains and knaves, drink up
me'earties, yo-ho!

The kids suddenly come to a halt. Ahead of them

A RAVINE

with only one way to cross...a narrow tree trunk. Colossal
trees loom high, covered with draping vines.

Clumsy nearly slips on some loose gravel. VICIOUS
CROCODILES snap at the falling rocks in the waters below.

LITTLES

(afraid)

Are you sure the map says this way?

CATFISH

Yeah, I don't know 'bout dose fat-ass-kid-
eatin' crocs!

JIMMY

Who's first?

Silence. Nobody even breathes.

JIMMY

We musn't lose to fear!

The kids remain motionless.

JIMMY

Fine. I'll go first.

Jimmy eases into his first step. He holds on to the vines
for support.

Catfish goes next. Then Littles followed by Clumsy, Snooze
and Stink.

The log begins to CRACK!

Jimmy pauses. Another SNAP!

JIMMY

We're too heavy!

Suddenly, the log BREAKS!

Swiftly, Jimmy grabs a vine! The rest of the kids cling on to each other, forming a human chain a second before the log breaks entirely!

They SWING down low! JAWS OPEN! Crocodiles SNAP at Stink, barely missing him as they fly by!

The swing lands them clear to the other side of the ravine. They made it across!

STINK

(bravely)

That wasn't so bad.

As Stink turns, we see that his bottoms were grazed by the crocodiles' bites, and his pants are shredded.

Something CRUNCHES.

The crunching gets louder and LOUDER as the ground beneath them begins to shift and shake..when SNAP!

Jimmy and the gang fall through a hole landing in

INT. THE PIT OF THE DEAD

They crash land into a pile of HUMAN BONES strewn with old pirate hats and clothes!

Frantically, the kids jump up cleaning themselves off the dust and cobwebs.

Catfish snatches the map from Jimmy.

CATFISH

I know I can't read, but even if I could I wouldn't know whut dis says! It's some kind of secret pirate code.

JIMMY

(frustrated)

Give me that!

Jimmy snatches the map from Catfish.

JIMMY

This isn't some secret pirate code, it's Spanish!

(reading)

Littles, you know Spanish, what's El Oyo de muertos?

CATFISH

El Oyo da who?

LITTLES

(translating)

The pit...of the dead.

The wall ahead of them is no wall, but a HUGE SKULL with two bones hanging vertically on each side of it. Its eyes burn with flaming torches. Morbid.

CATFISH

(spooked)

Now, dat's some scary shit.

JIMMY

Cara a Cara con los guesos cruzados de la calavera de muerte?

LITTLES

Face to face with the skull of death's crossbones...

JIMMY

Solamente cuando las lagrimas lluevan de la calavera, podras entrar la boca de la muerte.

LITTLES

Only then will the tears of the skull flow and you may enter the...jaws of death.

An uncomfortable beat...

JIMMY

Face to face with the skull of death's
crossbones, only then will the tears of the
skull flow and you may enter the jaws of
death..

Jimmy observes the skull with the two bones.

CATFISH

Shoo, man! I'm tired of deez riddles.

JIMMY

Crossbones...CROSSBONES! Cross the bones! Help
me out!

Jimmy and Catfish grab the left bone, the rest of the kids
grab onto the right bone.

JIMMY

Ready? Pull!

They pull with all their strength until both bones CROSS
each other.

A DEEP RUMBLE begins shaking the ground.

The skull's eyes hiss as the flames burn out. Water begins
to pour out of the sockets, as if crying.

Another loud CRASH and the skull's jaws rear wide open!
Stale air exhales out..

LITTLES

Enter the jaws of death..

CUT TO:

EXT. THE PHANTOM GHOST SHIP--SAME

Alone in the abandoned ship, Davey jolts awake from his
sleep. His forehead drips with sweat from the beating sun.

He stares onto the deck..vision blurs..

Davey's eyes begin to focus..a SHIP is approaching! He
recognizes the flag..it's the Phantom Jack!

A BOTTLE OF RUM is kicked over and broken! With his feet, Davey scoots the broken glass over.

Reaching for the glass, he suddenly stops. In the glass, he sees his reflection..not the same Jones he once was.

CUT TO:

INT. GHOSTBLADE HALL~SAME

Each side of the hall is lined with cobweb-covered STATUES OF SKELETON PIRATES HOLDING SWORDS ABOVE THEIR HEADS.

JIMMY

(reading the map)

Espadas...del...espanto. El...que...pasa...muere...

LITTLES

Blades of the ghost. He who passes, will surely die.

Glances are exchanged.

RASCAL SCOUNDRELS

(to Jimmy)

You go first.

Jimmy takes a deep breath, then steps through. Nothing happens.

The kids follow closely behind. The statues are intimidating.

The hallway ends, leading into

THE TREASURE MAP ROOM

Large sculptures of skulls are embedded into the walls.

In the center of the room, a skeleton pirate sits on a throne. In one hand he holds the scroll, the other hand is a HOOK.

JIMMY

The MAP!

Jimmy walks up to the skeleton pirate and pauses for a second.

JIMMY
(cockily)
We beat you, Phantom.

Catfish reaches out to grab the map.

JIMMY
Wait! It's too easy. There's a trap here...
but where?

SNOOZE
No sense in trying to figure it out now.
Let's SLEEP on it.

Jimmy carefully inspects the skeleton. He notices some STRINGS attached to WHEELS...some kind of mechanism-A BOOBY TRAP!

JIMMY
Just as I suspected..

STINK
What's with his obsession for skeletons..

CATFISH
What's yo obsession wit odor?

STINK
(angered)
I'm getting tired of you talking your sh..

CATFISH
Do something about it. I dare you! I double
dog dare you!

JIMMY
Enough!! We're about to discover the
greatest treasure in the history of all
pirates and the only thing you two do is
fight with each other like delicate farm
girls!

JIMMY (Cont'd)

Look around, we need something the size of that scroll.

CATFISH

(pissed)

I'm not delicate.

The kids scatter to search the room. Catfish walks up to a skeleton leaning against the wall.

CATFISH

I need yer leg.

Catfish snaps the skeleton's leg off.

CATFISH

How's this?

JIMMY

We won't know until we try.

Jimmy takes the bone and slowly slides the scroll out of the skeleton's hand while replacing it with the bone.

JIMMY

Got it!

Success! The kids jump around and high-five each other.

Having nobody to high five, Clumsy turns and slaps the skeleton a high-five knocking the bone out of his hand!

The kids can't believe it!

At that instant, the hand descends. GEARS GRIND. The hand with the hook drops! A string is cut...

A torch next to the throne suddenly turns, lighting a fuse...

IGNITION! The kid's eyes follow the fire as it runs along a series of fuses.

CARINADES SUDDENLY POP OUT FROM THE LARGE SCULPTURES OF SKULLS ON THE WALL!

Carinades FIRE! The skeleton on the throne shatters as cannon balls rip through it!

JIMMY

Run!

The kids begin to run as cannon balls blast behind their every step, barely missing!

As they make way into

GHOSTBLADE HALL

They pause to catch their breath..

CATFISH

The jaws are closin'!

They watch in horror as their exit jaws start to close!

SUDDENLY TWO SWORDS COME SLICING DOWN!

JIMMY

C'mon!

In a domino effect, the statues lining the walls begin to swing their swords downward, one after another! The gang run for their lives, screaming in terror as they barely evade the dicing swords.

The SKULL'S JAWS are near shut..Clumsy dives through followed by Catfish, Littles, Snooze, then Jimmy who drops the map as he dives through!

He reaches in and grabs the map, pulling his arm back just as the JAWS CLOSE SHUT.

Relieved, the kids look at each other and begin giggling. The giggle turns into laughter. They turn to leave and

RASCAL SCOUNDRELS

(frightful)

Ahhhhhhhhhhh!

Skull-faced pirates unsheathe their swords, thrusting them towards the kids. Phantom Jack leans out from the darkness.

PHANTOM JACK

Ye comes seekin adventure with salty old
pirates, aye?

CUT TO:

EXT. PHANTOM GHOST SHIP, DECK

Skull-faced pirates swing aboard!

In a matter of seconds, the Phantom Ghost ship has been re-
taken by mobs of pirates.

A skull faced pirate hurries to follow the group of
pirates.

Behind him in a hidden corner, another skull-faced pirate
remains...unconscious and partly undressed.

THE HERD OF PIRATES divides as Phantom Jack walks across
the deck. He is followed by the Rascals who are escorted by
sword carrying skull-faces.

PHANTOM JACK

(to the rascals)

I thought you said Davey Jones be here.

The kids notice that Davey's ropes have been cut.

LITTLES

(upset)

He abandoned us...

PHANTOM JACK

Flees like the rat he be.

CATFISH

Man, that foo probably saw Phan'om comin',
got scared, up and left to go do some
drinkin'.

Amongst the crowd, the skull-face we previously saw turning
the corner, tugs at his pirate clothes...the clothes are too
tight...

JIMMY

(eyes searching)

I know Davey. He wouldn't do that.

PHANTOM JACK

Accept the truth about your coward hero.

No matter. He is of no consequence.

(to his men)

To the TREASURE!

The skull-faced pirates break out in cheers!

Leggo flutters his wings hysterically.

Not sharing the excitement, the skull-face with the tight clothes looks concerned. He backs away from the crowd..disappears.

CUT TO:

INT. PHANTOM GHOST SHIP, BARGE CELL

The skull-faced pirate (Davey) rushes through the barge, checking every cell.

Looking through the bars he sees-

SKULL FACE/DAVEY

(hushed)

Jane!

Jane doesn't recognize him.

JANE

Aren't you supposed to be marauding, hijacking or igniting something?

SKULL FACE/DAVEY

No! It's me...Davey.

JANE

Davey Jones! What are you doing down here!
Let me out!

A beat.

SKULL FACE/DAVEY

I can't. If I do, Jack will just as soon have our heads...he has both halves of the map...we're almost to the coves.

Jane presses her face against the bars, pissed.

JANE

Jones! Let me outta here! We could beat him and take the treasure for ourselves!

The sound of somebody approaching alarms Davey.

SKULL FACE/DAVEY

There's something I have to do first. I WILL return for you.

Davey kisses her. She reaches to slap him but he already raced out.

JANE

(seething)

Davey Jones!

Stitch and Dagger approach Jane's cell.

CUT TO:

EXT. PHANTOM GHOST SHIP, DECK

The ship becomes swallowed in fog.

PHANTOM JACK

Lanterns me'earties! The cursed waters be seekin' to blind us!

Lanterns are lit, barely cutting through the fog.

PHANTOM JACK

Bring me those blasted kids!

The Rascals are hustled out. Phantom Jack's left eye twitches.

PHANTOM JACK

First, yer nice enough to bring the map to me. Thank you. Then you make Davey Jones disappear. Much obliged. And even though I despise the very sights of ya, I'm afraid I be requiring the help of you lads once more..

Confused, the Rascals glance at each other.

Phantom whips out his sword and points them forward towards THE PLANK!

PHANTOM JACK

A watery tomb be where you be headed! Down with the sharks!

JIMMY

(brave)

As Captain of this crew, I demand you to release my men at once!

PHANTOM JACK

By the order of whom?

JIMMY

By the order of Jimmy 'the Young', ME!
Captain of the Rascal Scoundrels!

CATFISH

Hold on brutha, let me handle dis.

(to Phantom)

Excuse me, Phanty, I can call you Phanty, right?

Phantom Jack's left eye twitches, rapidly.

CATFISH

Ye ol' keel hauler, you! Walk the plank?
Dat's old school pirate. Capn' Hook be doing it for years!

Silence. Nobody breathes. Surprisingly, the Phantom breaks out in laughter!

His crew follows his example...and soon, so do the Rascals.

PHANTOM JACK

Hook? Never heard of the swab!

(to his men)

I think I like this kid!

More laughter.

PHANTOM JACK

(to Catfish)

Lad, I'm beginning to like you...but...I'm
afraid I'm going to have to kill you.

(beat)

Now, MOVE ya bloomin cockroaches!

The Rascals are forcefully pushed onto the plank,
surrounded by skull-faces.

PHANTOM JACK

Jump ya scurvy scum!

Littles is about to cry...Stink is holding his pants...Snooze
is wide-awake and scared...Catfish has nothing to say...

VOICE (O.S.)

Hold it!

Everybody turns to THE TOP OF THE SECOND LEVEL DECK-

DAVEY

What crime are they guilty of? You see, even
a pirate has a code, laws, if you will.
For instance: LAW #1! Any MAN caught
stealing shall be marooned. They've stolen
from you, but judging by the way they look,
they're far from MEN.

DAVEY JONES is back! Face clean-shaven, hair pinned back in
a tail, dressed like the young rogue he once was, dashing
and brave.

PHANTOM JACK

Jones...

DAVEY

Law number TWO! All important decisions to be put to vote. How many of you men think these poor, helpless, little children should be fed to nasty, ruddy old sharks??

The pirates holler and cheer!

DAVEY

There's been times when I would've agreed..but look at their little faces...they don't look like sea scum, do they? Hands for freedom!

Only one skull-faced pirate meekly raises his hands.

Phantom frowns wrathfully at him. The pirate shrugs.

Phantom draws out a pistol and BLAM! The pirate is shot point blank.

Davey quickly draws his pistol, aiming at Phantom Jack.

PHANTOM JACK

(to Davey)

Belay there, ya focsle swab. I have a gift for you.

(calling out)

Strike yer colors, ya brazen wench!

A sail twists, revealing Jane dangling from the maintopmast.

PHANTOM JACK

Stand lay yer guns bare! (Surrender!)

Davey's eyes bounce from the kids to Jane...no way he could save both...only one thing to do...

Davey side steps revealing a CANNON as he strikes a match, ready to light the fuse.

DAVEY

It's your choice. Free them, or we all die.

PHANTOM JACK

We be at the point of discovery, Jones! Not even you be willing to conclude this moment of triumph where every begotten sea swab died in failure!

(beat)

So blast away, Jones.

Poker faced, Davey stands his ground.

PHANTOM JACK

If you won't fire, then perhaps I will!
Clear the decks, lads!!

Phantom Jack signals with his arm..

AT THE OTHER END OF THE SHIP

Stitch and Dagger hold torches, ready to ignite and fire CANNONS of their own! Davey's bluff has been called!

No time to argue! Davey lights the fuse and leaps away from the cannon..BOOM!

Stitch and Dagger fire! Both sides of the ship EXPLODE in a fury of destruction!

The force of the explosions causes everyone to stumble and fall! Phantom is launched back and LOSES THE MAP!

Frightened, Leggo scatters into the air, squawking as he flies off.

In the confusion, Jimmy jumps on the deck and quickly grabs the map.

JIMMY

I've got it!

PHANTOM JACK

Blast you ruddy scoundrels! Give me my map!

Davey swings from a rope landing in front of the Jimmy! He whips out his sword.

DAVEY

Jimmy, get everybody into the rowboat, now!

JIMMY

But...

DAVEY

Don't worry about me, go! I'll catch up to
you guys later...I promise!

Davey glances at Jane, who dangles helplessly above...

PHANTOM JACK suddenly attacks Davey!

Sword clash!

PHANTOM JACK

The treasure is mine, Jones!

They separate! A barrage of swashbuckling is exchanged! A
challenge for both as they swing, duck, jump and kick!

Phantom skillfully lunges and strikes, slicing Davey Jones
arm!

Holding his wounded arm, Davey tracks backward.

Phantom Jack notices the kids escaping over the deck with
the map. He signals to someone off screen.

PHANTOM JACK

(a flourished 'goodbye' speech)

The time has come for me to claim what be
mine...worry not me'eartie...you still be in
good company...

An unanticipated attack from STITCH AND DAGGER as they
flip, draw their weapons in mid air and land in front of
Davey. Phantom Jack retreats toward the fleeing Rascals.

STITCH

We've been looking forward to this, Jones.

DAGGER

Once a privateer, always a privateer.

STITCH

And all privateers are good for is

DAGGER

A dagger.

STITCH

And a stitch.

DAVEY

And for hanging filthy pirates like
yourselves!

The fight is on.

CUT TO:

CATFISH

loses balance and slips, holding onto the side of the
ship!

CATFISH

(pleading)

Stink! Help me! Please!

STINK

Are you gonna keep calling me stinky names?

CATFISH

No! I promise Stinky!

STINK

Not Stinky...Stinko or Stinkert. What's my
name?

CATFISH

Stink!

STINK

My REAL name!

He can't remember! Catfish searches his mind..

CATFISH

Jinglesbert...Engles...Bert...ENGLEBERT!

Stink pulls him up.

STINK
I caught a Catfish!

ON A SUSPENDED ROW BOAT

The Rascals jump in and hide.

Clumsy leans back pressing against a RELEASE LEVER. The rowboat's suspension ropes unhook! The boat free-falls into the water!

CLUMSY
A-a-always blame blame it on on me! I didn't d-d-do anything!

CATFISH
Ain't nobody said anything.

JIMMY
Shut up and start rowing!

All together, the gang begins to row. Ahead of them, the dense fog seems to barricade their path.

ON THE PHANTOM GHOST SHIP

Phantom Jack leans over the side, seeing the Rascals escaping.

PHANTOM JACK
(angry to his men)
Find us another rowboat! Those blasted kids have the map!

Six of his skull-faced pirates find a rowboat, and quickly hoist it down into the water.

Phantom Jack steps in, finding it too crowded.

PIRATE #1
Captain, we be at the water's mercy!

Phantom Jack rears out his pistol, blasting Pirate #1 off the rowboat.

PHANTOM JACK

It be too late to alter course, mateys.

CUT BACK TO:

THE DECK

Stitch draws two pistols, blasting at Davey, shredding through a BARREL as Davey takes cover!

BLAM! BLAM! The piercing bullets from Stitch's pistols rip, gash and rent! Unexpectedly, Stitch runs out of armed pistols...he searches his body for more guns.

A smile from Davey, then a right cross, a left uppercut, and another jaw breaking strike straight into Stitches face!

Davey suddenly screams in pain as Dagger slices through his arm! Dagger is kicked back...

Stitch recovers...reloads...aims...Davey sees A CARINADE! He rushes over to the carinade and aims...

A ferocious BOOM rears out and Stitch is crushed by a cannon ball, launched off the ship!

Davey smirks, then gets whacked by an unexpected punch from Dagger!

Davey returns with a violent onslaught of crushing blows! Dagger is viciously tossed through stacks of barrels marked GUNPOWDER.

Dagger quickly jumps up, searching his body for knives...nothing!

Davey aims his pistol...

STITCH

I've had twenty shots buried in me! Yar thinks only one will run me through!

Davey shifts aim and FIRES at the gunpowder barrels!

The ship explodes! Sails collapse! Planks of wood flick off, shooting into every direction.

THE MAINTOPMAST is engulfed in flames! Jane swings helplessly surrounded by hell itself. The maintopmast is about to collapse!

DAVEY quickly cuts a suspension rope and daringly swings through the flames toward Jane!

He flies into Jane, wrapping his arms around her. Frantically, he searches for something..

DAVEY
Jane! A blade!

She motions with her eyes toward her cleavage. He shoves his hand into her shirt...searches...her eyes WIDEN...he smiles...

The Maintopmast tips...

THE KNIFE IS FOUND! Seconds before doom, Davey swipes at the rope, cutting it! A narrow escape as they swing away!

BACK ON DAVEY AS

As he frees her from her ropes.

JANE
What took you so long?

Before he can respond, Jane smolders Davey with a deep kiss.

DAVEY
I would say thank you, but the pleasure is mine.

JANE
The map!

DAVEY
Those KIDS have the MAP! And if you think I'm doing this for that damned treasure, you're wrong! Those kids and you are all I have, and I'm not losing them.

AN EXPLOSION erupts from the center of the ship!

Jane is knocked off her feet, landing into Davey's arms.

DAVEY

Like old times?

JANE

(smiling)

Never forgot 'em.

Davey grabs a rope and together they swing from the second level deck, landing safely away from the shooting flames!

JANE

At least you still know how to show a lady a good time.

Davey desperately searches the collapsing ship. He runs toward the edge of the ship, seeing the kids sailing away. A smile of relief lights up his face.

Suddenly, the smile turns into a concerned look as he sees Phantom Jack raising his pistol from his boat, aiming at the Rascals! He fires and misses!

The ship suddenly rumbles..

DAVEY

Jane, run!

Davey and Jane begin their escape, as the ship continues to rupture! They leap from the second level down to the main deck.

ON THE RASCAL SCOUNDRELS ROWBOAT

Clumsy notices the chaos on the Phantom Ghost ship.

CLUMSY

T-the the Capn'!

Heads snap around, noticing

JIMMY

Davey! Jump! You could do it!

LITTLES
Andalay Capn'! Go!

ON THE PHANTOM GHOST SHIP

Davey and Jane continue their escape...seconds before jumping
off the exploding vessel...

THE KID'S P.O.V.

The Phantom Ghost ship suddenly BURSTS in a fiery
wreck...sinking to the bottom of the ocean.

JIMMY
NOOOOO!

Littles begins to sob. Eyes swell. Tears run wild.

A hush falls upon the group as they contemplate what just
happened.

ON PHANTOM JACK'S ROWBOAT

The Phantom Jack's eyes narrow with resentment.

PIRATE #1
Captain, Davey be dead! What be wrong?

Phantom Jack drops his head, mourning. Not what we'd expect
from Jack.

PHANTOM JACK
All these bloody years I wanted him myself.
The satisfaction of having defeated Davey
Jones should've been mine.

BACK ON THE RASCAL SCOUNDRELS

JIMMY
It's all my fault. If I hadn't had this
stupid idea of being pirates, none of this
would have happened.

LITTLES
We just lost the closest thing to a father
we'll ever have.

Jimmy swipes his pirate hat from his head, eyes swollen with tears, he takes one last hard look at it. Resentful, he tosses it into the fog covered ocean.

JIMMY

I don't want any part of this anymore.

CATFISH

It ain't yo fault. It's allv'us.

Following Jimmy's example, the rest of the gang tosses their pirate hats into the ocean.

CLUMSY

Wh-what about the the treasure?

Jimmy holds up the map.

JIMMY

It's because of this, that Davey is dead!

In spastic outrage, Jimmy begins to tear the map, shredding it to small pieces. He opens his hands, letting the wind carry the flakes.

ON PHANTOM JACK

As the shredded papers twist and turn in the air, he swipes at them, grasping some in his hands.

Inspecting a tiny piece, he recognizes something - the picture of the SEA MONSTER!

PHANTOM JACK

Damned be those little devils!

(enraged)

I want those kids!!!

BACK ON THE RASCAL SCOUNDRELS

The fog continues to creep over their heads, subtly clearing as they continue to sail forward.

CLUMSY

L-l-look look, I think I s-see-see something.

Through the fog, ahead of them looks like what may be a
COVE.

CATFISH

Stop rowing, we're headed directly into DAT
CAVE!

JIMMY

Nobody IS rowing! The current is pulling us
in! Row backwards!

Desperately, the gang rushes to row backwards. No use.

AT THE THRESHOLD OF THE COVE

The kids approach the dark cavernous hole, mysteriously
dark and quiet. Their eyes wide open, bewildered at where
their adventure is taking them as they enter

THE COVE

The walls and ceiling are sharp and edgy. The further they
creep in, the less they see, swallowed by the dark
interior. Nothing can be seen or heard.

SNOOZE

Maybe this is where the sea monster sleeps.

JIMMY

Shhhh. I think I hear something.

In the b.g., the sound of rushing water gets louder, and
LOUDER, soon resembling the roaring sound of

JIMMY

A waterfall?

The boat's pace suddenly picks up, being drawn forward
toward the sound of the waterfall...

Ahead of them is A WATERFALL!

JIMMY

Hang on!

Everyone hangs on for dear life.

THE BOAT PLUNGES DOWNWARD!! The kid's screams of terror echo throughout the cavern as they race downward, riding the waterfall!

They splash down safely as the boat wades unto a calmer stream..somewhere deeper.

The gang takes a breather.

LITTLES

What are we going to do! How are we going to get out of here?

STINK

Relax, sometimes in order to get out, you have to get in..

LITTLES

I may be young, but I'm old enough to know that when you talk, you aren't saying shit.

STINK

Yes. But what is the true meaning of talk?

RASCAL SCOUNDRELS

SHUT UP!

The boat continues sailing through the cavern like the DISNYLAND RIDE, 'PIRATES OF THE CARIBBEAN'.

Suddenly, Littles lets out a shriek of terror!

Off to the side, SKELETONS OF PIRATES IMPALED BY SWORDS, PINNED TO THE ROCKY WALLS...as if a battle took place years ago...

JIMMY

Along with a pirate's treasure, comes the evil of men's greed..

Unexpectedly, they're pushed out of the cave into an enormous pitch-black cavern. The only light source comes from

A SHAFT OF SUNLIGHT

beaming down a perfect ray of light, that illuminates an ANCIENT STONE MANTLE.

They row closer, docking next to the mantle.

Implanted into the circular headpiece of the mantle are SHINY EMERALDS.

RASCAL SCOUNDRELS

The treasure!!

Clumsy runs up to the mantle trying to pluck the jewels out. One by one the gang joins in, except for

JIMMY

Awestruck, he stands back looking at the beam of light shining upon the mantle. Something in his mind clicks.

JIMMY

Wait!

Clumsy pops off a jewel! A deep RUMBLE is heard as the floor begins to TREMBLE. The ground shifts, sending clouds of dust into the air. Something snaps! The mantle begins to rotate, with the resounding sound of grinding rock.

Slowly, the top of the mantle creaks open, as light reflected from a huge DIAMOND inside illuminates the entire cavern.

The walls gleam with the SHINE of GOLD AND DIAMONDS...Welcome to the

JIMMY

THE LOST CITY IN THE CARIBBEAN COVES!

SNOOZE

Never in my wildest dreams could I have ever imagined this...

Their excitement is cut short.

The flapping of Leggo's wings come to a halt as he lands on the mantle squawking , causing the Rascals to turn.

JIMMY

If that bird is here, then so is...

An eerie voice echoes throughout the cavern.

PHANTOM JACK (O.S.)

No fear have ye of evil curses says you...no fear of pluderin' pirates lurking in every cove, says you...

Like a ghost sailing through the air, Phantom Jack appears from the darkness, followed by his skull-faced pirates.

PHANTOM JACK

Avast thar!

(to his men)

Get rid of them! Bring the jewels to me.

DAVEY (O.S.)

I wouldn't do that if I were you.

From the other side of the shadows comes DAVEY JONES! HE'S ALIVE!

THE RASCAL SCOUNDRELS

Davey! You're alive.

JIMMY

(admiring)

I knew he wasn't dead!

DAVEY

If you had the other half of the map, you'd know those rubies are a trap. Once removed, water will begin to fill through the hole you created, drowning us all. We're inside the treasure, an ancient city buried under the sea centuries ago. You can't take it, you can only die with it.

PHANTOM JACK

(to his men)

Heed no warning! Take the jewels!

(to Davey)

In a way I'm glad you're alive. I won't lie.
I did mourn at the thought of you dead.

DAVEY

Let the kids go!

Jane appears from behind Jack, sword drawn ready to duel.

JANE

Now that we've all died once, let's see who
dies harder!

PHANTOM JACK

Davey and Jane. Together again, aye?
The couple who fights together, DIES
together!

Phantom Jack whips out his sword, ruthlessly swinging at
Jane. She evades the attacks, ducking, spinning, blocking
every which way she is able to.

Davey attacks Phantom Jack with a flesh-ripping slice to
his arm!

THE SKULL-FACED PIRATES

push daggers around the edges of the jewels, popping them
from the walls. With each pluck, water bursts through,
shooting a strong steady stream of sea water!

JIMMY

Clenches his fists tightly.

JIMMY

Remember what we said about not getting
respect. Well, now's our chance to earn it.

CATFISH

Dat's what I'm talkin about. It's time to
kick some pirate ass.

WHAM! With a swift jabbing punch, Jimmy knocks Pirate #1 off his feet.

Little's, Clumsy, and Snooze start banging Pirate #2's head with their fists, clinging to his back like little apes.

CATFISH attempts to stop the flow of shooting water by picking up one of the red jewels and placing it back in its place. He struggles against the force of the water but he's knocked back on the floor.

Suddenly, another red jewel pops off! Then another, and ANOTHER!

The force of the water pressure causes a red jewel to dart out toward Pirate #3, smacking him in the center of his forehead and knocking him out.

Holes everywhere spurt out water.

DAVEY

continues his attack on Phantom Jack. The grueling battle becomes more intense as they swing, duck, and miss, crossing the shooting streams of water!

Jane catches a swift punch from Phantom Jack, which sends her splashing onto the flooding floor!

Phantom Jack's head is snapped back by a devastating punch from Davey.

DAVEY

You don't (punch!) HIT! (punch!) WOMEN!

Phantom Jack stumbles back, dazed from the punching.

THE LOST CITY IS NOW KNEE DEEP in water! The Rascals scramble to get back on the rowboat.

STINK

I can't swim!

JIMMY

Catfish, help him!

PHANTOM JACK

kicks Davey back, sending him flying into the wall,
crashing into the floor.

PHANTOM JACK

You've been defeated..accept your fate,
Jones!

In pain, Davey turns and sees a SKELETON lying in the same
position as his..WITH A SWORD THRUSTED THROUGH IT.

PHANTOM JACK

Now you can die along side the rest of every
pirate of the Caribbean who tried to find
what is now MINE!

Phantom thrusts his sword at Davey, but Davey pops up on
his feet, then takes the sword from the skeleton and blocks
the attack.

DAVEY

No! I'LL FINISH what we begun!

Phantom Jack fiercely thrusts his sword at Davey!

In a dashing move, Davey SPINS and lunges at Phantom Jack,
impaling him through the shoulder and pinning him to the
wall.

PHANTOM JACK

It isn't over, Jones!

(beat)

The likes of me you'll see again, Jones! I
can't die! You hear me!

ON THE ROWBOAT

The Rascals row toward Davey and Jane.

JIMMY

C'mon, Captain! These walls won't hold too
much longer!

Screenplay - 000104

JANE

Oh, no...

TENTACLES VICIOUSLY WHIP OUT OF THE WATER!

They lash out at ripping speed, coiling around Phantom Jack, tossing him around like a rag doll! A huge gaping jaw followed by the head of the sea monster lunges at Phantom Jack and swallows him whole. The sea monster R O A R S, then plunges back under the water with an explosive splash.

DAVEY

Dead men tell no tales.

The Lost City is now massively flooded. The water level raises their boat towards the ceiling.

JANE

How do we get out of here?

DAVEY

Through that.

Davey points toward the shaft, where the sunlight shines through.

JANE

Are you insane!

CATFISH

See! All dat drinkin' done messed up yo head!

DAVEY

If you're ever going to trust me, this has to be the time!

A SECTION OF THE CAVERN busts open! A crushing wave of water ransacks the cavern!

DAVEY

Hang on!

Another section of the cave collapses! The force of the raging water jolts the rowboat!

Stink loses his balance and falls overboard!

THE RASCAL SCOUNDRELS

Stink!

CATFISH

Help! Man overboard!

Without a second thought, Davey plunges in after him frantically swimming toward him. The intense flooding tosses Stink under.

Davey struggles to stay afloat, coughing, spitting out water.

DAVEY

Stink! STINK!

Stink is nowhere to be seen. Davey searches desperately.

CATFISH

Engelbert!

Suddenly, we see Stink float by holding onto a skull.

DAVEY

(relieved)

Stink, I thought I lost ya..

CATFISH

(to Stink)

I thought I'd never get to see you again,
STINK! You had me worried.

Stink smiles.

ONE LAST INTENSE SPURT OF WATER

and the rowboat thrusts upward, shooting straight up through the shaft! Intense!

They continue rushing through the hole, which reveals itself to be a twisting tunnel leading outward.

EXT. ROCK ISLAND

The ROWBOAT blasts straight up into the air by the relentless geyser, from the center of the island.

Losing momentum, on the plunge down, the Rascal's scream before splashing haphazardly but safely into the ocean.

The island rumbles as it sinks beneath the ocean. The Lost City has disappeared, entombed under water.

DAVEY

Is everyone alright?

JANE

Jones, I've had enough of your adventures.

But she smiles when she says it and they lock into a passionate embrace.

STINK

Catfish, did you really mean what you said to me down there?

CATFISH

What?

STINK

That you were worried you'd never get to see me again?

Catfish takes a moment to think.

CATFISH

(playfully)

No, I was just worried there be no one around for me to make fun of...ENGLEBERT!

STINK

I was wondering... what's your real name?

CATFISH

What you wanna know for?

STINK

C'mon!

CATFISH

(reluctantly)

Cecil Swordfish.

They burst out laughing.

AT THE EDGE OF THE BOAT Davey sits quietly with Jimmy.

DAVEY

You know, I should maroon you on some
deserted island for all this mess...

(beat)

But instead...I commend you.

Surprised, Jimmy smiles...

DAVEY

You're a great leader...and thank you..thank
you for bringing me back.

Jimmy embraces Davey with a tight hug.

DAVEY

Just remember, I'm the CAPTAIN.

JIMMY

Deal.

LOUD SPLASHING snaps everyone's attention.

JIMMY

What is that?

Their eyes begin to scan the waters.

CLUMSY

I c-c-can't see see anything.

Cutting through the fog, a PRIVATEER SHIP is revealed. A
flapping WHITE PRIVATEER FLAG looms above.

THE RASCAL SCOUNDRELS

Yeah! Woo-hooo! We're saved!

Waving so wildly, Clumsy almost tips the boat over.

CLUMSY

So-so-sorry. I-I got a little e-ex-excited.

Unnoticed, Phantom Jack's pirate hat sails by as LEGGO
stands atop of it.

LEGGO

Yo ho, yo ho, a PARROTS life for me.

DISSOLVE TO:

EXT. PRIVATEER SHIP--CARRIBEAN PORT

A ceremony at full scale. Swarms of people gather around.

BRITISH TROOPS turn to attention as

THE RASCAL SCOUNDRELS

clad in BRITISH PRIVATEER clothes, march by. Respectable.
Clean. You wouldn't recognize the kids.

AMONGST THE CROWD

Carlos 'El Capitan' gently claps his hands together,
grinning while he exhales.

EL CAPITAN

(to another onlooker)

Look at my mihos! They look so cute! You
know, I made dem those clothes? Aye mi
amores! Hello? Kids! They grow up so fast,
don't dey?

Jimmy and the gang smile at El Capitan as he waves a purple
leopard print handkerchief into the air.

At the top of the PRIVATEER SHIP, Davey Jones, in a
Privateer's officer uniform, stands at attention, waiting
for the gang to make their way up.

Jane, also in officer's clothes, smiles at Davey.

JANE

So, how does it feel to have your old job
back, PRIVATEER CAPTAIN JONES.

DAVEY

I don't deserve it.

JANE

You did free the Caribbean of the most
dreaded Pirate that ever sailed, you know.

DAVEY

(re kids)

I owe it all to them.

One by one, the kids step into the ship, stopping to
salute.

STINK

Englebert Finbender, Sir!

CATFISH

Cecil Swordfish, Sir!

SNOOZE

Alfred Lee, Sir!

LITTLES

Ezequiel Martinez, Sir!

JIMMY

Jim Franklin, Sir!

CLUMSY

James Jamerson reporting for duty, Sir!

Clumsy didn't stutter! Amazed, all heads turn toward him.

The crowd explodes into cheer.

STINK

What's next, Captain?

LITTLES

Another adventure?

DAVEY

Don't get your hopes up.

DAVEY
(amused, to Jane)

Kids.

AS THE SHIP SAILS OFF INTO THE HORIZON OF THE CARIBBEAN

We see two silhouettes, as they lean in close, pause, then
engage in a kiss.

T H E E N D

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#:137 EXHIBIT-1

EXHIBIT C



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PIRATES
of the
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Completion/Publication

Year of Completion: 2000

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Author Created: text
Work made for hire: No
Citizen of: United States
Domiciled in: United States
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Estimate				
Estimate for retrieval (to be credited toward request)	\$200.00		\$ 0.00	
Retrieval Services				
Physical deposit	\$200.00 per hour (1 hour min.) or per 6		\$ 0.00	
Electronic deposit	\$200.00 per hour (1 hour min.)		\$ 0.00	
Each additional 15 minutes	\$50.00		\$ 0.00	
Electronic application	\$200.00 per hour (1 hour min.)		\$ 0.00	
Each additional 15 minutes	\$50.00		\$ 0.00	
Physical correspondence	\$200.00 per 6		\$ 0.00	
Electronic correspondence	\$200.00 per hour (1 hour min.)		\$ 0.00	
Each additional 15 minutes	\$50.00		\$ 0.00	
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Copy Services				
Additional certificate	\$55.00	1	\$ 55.00	\$ 55.00
Black and white	\$12.00		\$ 0.00	
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CD/DVD	\$12.00		\$ 0.00	
Flash drive	\$12.00		\$ 0.00	
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Video cassette	\$12.00		\$ 0.00	
Additional Services				
Litigation statement	\$100.00 per statement		\$ 0.00	
Certification	\$200.00		\$ 0.00	
Double certified certificates	\$255.00		\$ 0.00	
Expedited service	\$500.00 per hour	1	\$ 500.00	\$ 500.00
Overnight shipping (FedEx)	\$45.00		\$ 0.00	
Fax	up to 7 pages (\$7 min.)		\$ 0.00	
Each additional page	\$1.00 per page		\$ 0.00	
Public photocopying	\$0.25 per page		\$ 0.00	
Outside Service (DUPL/MBRS)	\$		\$ 0.00	\$ 0.00
Search Services				
Search estimate	\$200.00		\$ 0.00	
Litigation search	\$200.00 per hour		\$ 0.00	
Inspection search	\$200.00 per hour		\$ 0.00	
Search report	\$400.00 first 2 hours (2 hour min.)		\$ 0.00	
Each additional hour	\$200.00		\$ 0.00	
Other Services				
	\$		\$ 0.00	
Total Fee			\$ 555.00	
Total Amount Paid				\$ 555.00
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